

July 14, 2022

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No: C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

Corporate Relationship Department
BSE Ltd.,
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001

Dear Sir/Madam,

**Sub: Submission of Annual Report of the Company under regulation 34(1) of SEBI
(Listing Obligations & Disclosure Requirements) Regulations, 2015.**

Ref: BSE Scrip code: 540704 / NSE Symbol: MATRIMONY

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Please find enclosed the copy of Annual Report for the year ended 31st March 2022.

The Annual Report is available on the website of the Company viz., www.matrimony.com.

Submitted for your information and records.

Thanking you

Yours faithfully,

For **Matrimony.com Limited**



S. Vijayanand
Company Secretary & Compliance Officer
ACS: 18951
No.94, TVH Beliciaa Towers, Tower II, 5th Floor,
MRC Nagar, Raja Annamalaipuram
Chennai – 600028

matrimony.com

Annual Report 2021-22

*Fostering **Bonds*** *Forging **Ahead***



Corporate Information

Board of Directors

Mr. Murugavel Janakiraman

Chairman & Managing Director

Mrs. Deepa Murugavel

Non-Executive Woman Director

Mr. Chinni Krishnan Ranganathan

Non-Executive & Independent Director

Mr. Milind Shripad Sarwate

Non-Executive & Independent Director

Mr. George Zacharias

Non-Executive & Independent Director

Mrs. Akila Krishnakumar

Non-Executive & Woman Independent Director

Mr. S.M. Sundaram

Non-Executive & Independent Director

Chief Financial Officer

Mr. Sushanth S Pai

Company Secretary & Compliance Officer

Mr. Vijayanand Sankar

Committees of the Board

Audit Committee

Mr. S.M. Sundaram – Chairman

Mr. George Zacharias – Member

Mr. Milind Shripad Sarwate – Member

Stakeholders Relationship Committee

Mrs. Deepa Murugavel – Chairman

Mr. Murugavel Janakiraman – Member

Mr. S.M. Sundaram – Member

Nomination and Remuneration Committee

Mr. Milind Shripad Sarwate – Chairman

Mr. George Zacharias – Member

Mrs. Akila Krishnakumar – Member

Share Allotment Committee

Mr. Murugavel Janakiraman – Chairman

Mr. Milind Shripad Sarwate – Member

Mr. George Zacharias – Member

Corporate Social Responsibility Committee

Mr. Murugavel Janakiraman – Chairman

Mr. Milind Shripad Sarwate – Member

Mrs. Deepa Murugavel – Member

Risk Management Committee

Mr. George Zacharias – Chairman

Mr. Milind Shripad Sarwate – Member

Mrs. Akila Krishnakumar – Member

Mr. S.M. Sundaram – Member

Mr. Murugavel Janakiraman – Member

Auditors

Statutory Auditors

M/s. S R Batliboi Associates LLP

Chartered Accountants

6th & 7th Floor, "A" Block

Tidel Park, No. 4,

Rajiv Gandhi Salai Taramani,

Chennai – 600 113

Internal Auditors

M/s. R.G.N. Price & Co.

Chartered Accountants

Simpsons Buildings

861, Anna Salai, Chennai - 600 002

Secretarial Auditor

V. Suresh

Practising Company Secretary

No. 28, 1st Floor, Ganapathy Colony
3rd Street,

Teynampet, Chennai - 600 018

Bankers

HDFC Bank Ltd

ICICI Bank Ltd

Kotak Mahindra Bank Ltd

State Bank of India

Registered Office

94, TVH Belicia Towers 5th Floor,
Tower - II, MRC Nagar,
Raja Annamalaipuram, Chennai - 600 028

Registrar and Share Transfer Agents

KFin Technologies Limited

Selenium, Tower B, Plot 31 & 32 Financial
District, Gachibowli, Hyderabad - 500 032

Website: www.kfintech.com

Email: support@kfintech.com

einward.ris@kfintech.com



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Fostering **Bonds** *Forging* **Ahead**

Promoting partnerships for life is serious business. It's a service to which we are committed. Having been in this business for more than two decades, we use technology and data analytics to connect people. We have expanded our operations and extended it into niche areas too. With over five million active users, there is no looking back.

*We are
forging ahead,
building relationships,
and bringing people
together. For life.*



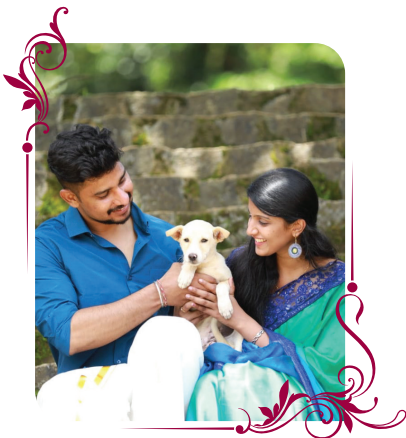
The Birth of an Idea

The world was on the brink of change. The nascent internet revolution was sweeping across India. Meanwhile, more than 8,000 miles away, Murugavel Janakiraman was working as a software consultant in the US. It was the late 1990s, when a lot of dotcom companies started to flourish. Janakiraman was good in programming; he wanted to run a web portal.

As part of the Tamil diaspora in US, Janakiraman, a programmer by profession, had emigrated from Tamil Nadu, India. He had started a web-portal for the Tamil community in the US. It provided reminders about Tamil festivals, information on the Tamil calendar that works on the solar cycle and even some services like 'make friends'. The Tamil community was actively using the portal, which had soon gained much traction. Even the 'make friends' service simply evolved from meeting fellow Indians in a different land, to people getting married. To meet the demand, Janakiraman started to provide a matrimony service for the Tamil community. A bachelor himself, he met the girl of his dreams through this portal and in late 1999, he got married. A marriage that came about through his own portal.

There has been no looking back since. We continue to foster bonds and forge ahead.

Today, Matrimony.com, 22 years young, is synonymous with credibility and has become the primary choice to find a life partner. As a business leader that commands more than 60 per cent market share, matrimony.com has over 15 regional, language-based sites and 300+ community-based online matrimony sites. It has continually innovated over the years and strengthened its relevance through reaching out to newer horizons, addition of product features, and technology enhancements. We have launched new products and services that cater to a wider spectrum of people. What started out as a small essential service for Tamils in the US, has grown beyond the Founder's imagination. Led by a larger vision, the Company has forward integrated into becoming a one-stop shop for all wedding services. To ease the stress of wedding planning, it provides a platform to connect vendors with customers for all wedding preparations be it booking wedding venues, arranging photography, catering, decorations etc. with its two portals namely mandap.com and weddingbazaar.com.



KANNADA MATRIMONY

Asha Kumari and Ranjith

"15 Days is All It Took Me to Find Her"

Corporate
Overview

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Management Discussion &
Analysis Report

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Report

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Standalone

Financial Statements
Consolidated

Matrimony.com Highlights

Highest market share pan India

~60%

Years of Leadership

22

Online matchmaking company in India

#1

Cash

INR 3,337 Mn

Active user base

5 Mn+

Retail Stores

110+

Team Strength

3,400+

Debt

Zero



TELUGU MATRIMONY

Ravi and Lathasree

"My Wife is My Lucky Charm",
says Ravi

FY 2022 At a Glance

Consolidated Revenues

INR 4,345 Mn

Growth

15%

Paid Subscriptions

0.89 Mn

Growth

6.8%

Success Stories in FY 2022

104,000+

ROCE

20%

Free Cash Generation

INR 600 Mn

Matchmaking Margins*

63%

PAT

INR 536 Mn

Growth

31.4%

*excluding marketing expenses



TAMIL MATRIMONY
Lakshmi and Yoganand
"We Are the Quintessential
Modern Couple"

Chairman's Message



The word 'Matrimony' has become synonymous with online matrimony and our marquee brands. Our relentless service through decades has resulted in a large number of marriages over the years.

Dear Shareholders,

The financial year commenced with the onset of a severe second wave of the COVID-19 pandemic. It gravely impacted people and businesses, lives and livelihoods. However, when the second wave abated, the Indian economy resiliently bounced back in FY 2022 primarily due to the learnings of FY 2021, vaccine progress, policy interventions and the indomitable spirit of the people.

Our organisation too capitalised on past learnings and stepped up resiliently to meet the challenges impacting the business and our people. We introduced several COVID-related

aid to help employees tide the crisis. We supported the extended community by donating INR 50 lakhs to the Chief Minister's Public Relief Fund. I am proud of the leadership team and all our passionate associates who were steadfast in their support towards achieving the desired outcomes and keeping the customer's purpose at the forefront. This has enabled us to innovate faster, increase our relevance, grow bigger and deliver an all-round good performance.

FY 2022 was a year of many firsts. The main highlight was the launch of

Jodii, a new matrimony service in 10 vernacular languages, that caters to the needs of the common people and offers affordable packages and simple user experience. As industry pioneers—with our offerings of regional, language and community-based sites and personalised services such as Assisted and Elite—we have continued this trend with Jodii.

The organisation has established itself in new lands with the launch of small-scale operations in Bangladesh. Our first 100% acquisition of Boatman Tech Private Limited, promoters of ShaadiSaga.com – will enable us to scale up our presence in

wedding services too. We have recently launched weddingbazaar 2.0, our integrated wedding planning platform with more than one lakh vendors, making it the largest player in the wedding services market.

In terms of technology, we have migrated to the leading cloud platform AWS to host our services, which will help us to execute and scale faster.

Among our social initiatives, we launched a memorable campaign #PehlePadhaiPhirShaadi, to invite parents of Jaisalmer, Rajasthan, to empower their daughters with the choice between education and marriage, providing them with scholarships to pursue college education. This campaign was well-received.

All these initiatives have contributed to the organisation's strong performance in revenue growth and profitability. During FY 2022, our matchmaking revenues grew by 14.5% to INR 430.4 crore, adding 8.94 lakh of paid subscriptions, which is a growth of 6.8%, thus creating 104,000+ success stories. On a consolidated basis, revenue grew by 15% to INR 434.5 crore. This revenue growth combined with operational efficiency helped to improve our Profit After Tax (PAT) by 31.4% to INR 53.6 crore. This was achieved despite increase in matchmaking marketing expenses to INR 161 crore in FY 2022 from INR 137 crore in FY 2021. Excluding marketing expenses, our EBITDA

margins in matchmaking are at 63% in FY 2022 as compared with 60% in FY 2021, indicating stability in our operational costs.

In the marriage services segment, the business continued to show up some challenges due to the pandemic. However, with the acquisition of ShaadiSaga, this integrated wedding services platform was equipped with new technology, processes, and a competent team. We hope to revive business momentum with this new strength. In terms of losses, being prudent has helped to keep FY 2022 losses at the same levels as FY 2021.

If we exclude the losses on the wedding services front, and the higher marketing costs in matchmaking due to competition intensity, the value of our intrinsic business is much higher than reported. We have also announced a share buy-back and a higher dividend, thereby enhancing our capital allocation to shareholders.

The word 'Matrimony' has become synonymous with online matrimony and our marquee brands. Our relentless service through decades has resulted in a large number of marriages over the years. I thank our people and our leadership team who have stayed true to our mission – to create happy marriages and help people in one of the most significant decisions in their life. We have also relaunched happymarriages.com that will serve as a guide to joyful marriages.

14.5%

Matchmaking revenues growth

6.8%

Paid subscription growth

15%

Consolidated Revenue growth

31.4%

PAT growth

We will continually strive to improve our products and services to make this journey upbeat for our customers. With 'Fostering Bonds' and 'Forging Ahead', we can create new milestones and experiences.

I thank our shareholders, customers and partners for their continued trust and support throughout our journey. I thank our distinguished Board for their consistent guidance and motivation to do better.

I hope and pray that the world will be a better place for all of us to realise our dreams.

With Best Wishes,

MURUGAVEL JANAKIRAMAN

Chairman and Managing Director

Board of Directors



MURUGAVEL JANAKIRAMAN

Chairman & Managing Director

A graduate in statistics from Presidency College, MCA from University of Madras. Worked as a software engineer and consultant in USA before starting Tamil Matrimony. Received an award of top 5 Asian Indian businessmen in USA by Asian Indian Chamber of Commerce, Business Icon of the year award by India Today, Nominated twice for the 'Entrepreneur of the year' award by Economic Times.



DEEPA MURUGAVEL

Non-Executive Woman Director

She holds a bachelor's degree of science in biochemistry (special) from Gujarat University and a master's degree in business administration from California Coast University. Associated with the company since 2006.



AKILA KRISHNAKUMAR

Non-Executive Woman Independent Director

An alumna of the Birla Institute of Technology and Sciences (BITS), Pilani. Has over 30 years of experience in software product development for financial services. Until 2013, Akila was President - Global Technology and Country Head for SunGard in India - a Fortune 500 company and global leader in financial services software. Has won several awards and accolades. She was among the top 5 women leaders in the Indian technology industry for many years.



S M SUNDARAM

Non-Executive & Independent Director

A qualified Chartered Accountant, a Cost Accountant, a Company Secretary, a Chartered Financial Analyst and MBA from IIM Ahmedabad, with several all-India ranks. He has about 33 years of professional experience, most of them in senior roles in Finance and Investment Management. He is currently a Partner & CFO at Creaegis, an asset management platform for private equity investments for global endowments and institutional investors.



MILIND SHRIPAD SARWATE

Non-Executive & Independent Director

He is an Independent Director, Advisor, Mentor, & ESG Contributor. His independent directorships include Asian Paints, Mahindra Finance, FSN E-Commerce (Nykaa), Metropolis Healthcare and Hexaware. He specialises in audit committee roles. He has been on listed company boards since 2005. His previous board memberships include Mindtree and International Paper. He is the Founder & CEO of Increate (<https://increate.in/>) that works towards business and social value creation, with focus on capability-building, and the social & governance aspects of ESG. His 38-year experience includes long stints as CFO and CHRO in Marico & Godrej. He is a Chartered Accountant, Cost Accountant, Company Secretary, and a CII-Fulbright Fellow. He has been awarded ICAI CFO Award (2011), CNBC TV-18 CFO Award (2012) & CFO India Hall of Fame induction (2013).



C. K. RANGANATHAN

Non-Executive & Independent Director

He holds a bachelor's degree in Chemistry. He is the founder of Cavinkare Private Limited, a company engaged in the business of personal care, food, beverages, dairy and snacks. Mr. Ranganathan is the President of All India Management Association for the year 2021/22 and also President of TiE – Chennai Chapter. He was the past Chairman of Confederation of Indian Industries, Southern Region and Past President of Madras Management Association. CK Ranganathan is one of the founder-members of the Ability Foundation – an NGO working towards the rehabilitation of the disabled. He also instituted an annual **CHINNIKRISHNAN INNOVATION AWARDS** to encourage small entrepreneurs.



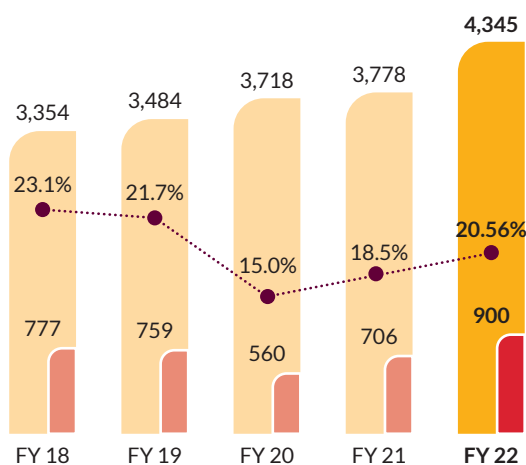
GEORGE ZACHARIAS

Non-Executive & Independent Director

He holds a bachelor's degree of technology in chemical engineering and a post graduate diploma in business management from the Xavier Labour Relations Institute, Jamshedpur. Earlier associated with the Company as Nominee Director of Yahoo! Netherlands B.V. He was earlier associated with Mindtree Ltd as Sr. Vice President. Currently serves as an Independent Director in Subex Limited.

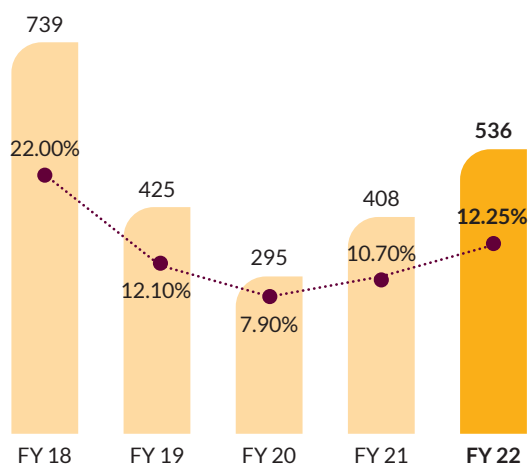
Key Financial Metrics

Operational Revenue (INR Mn)



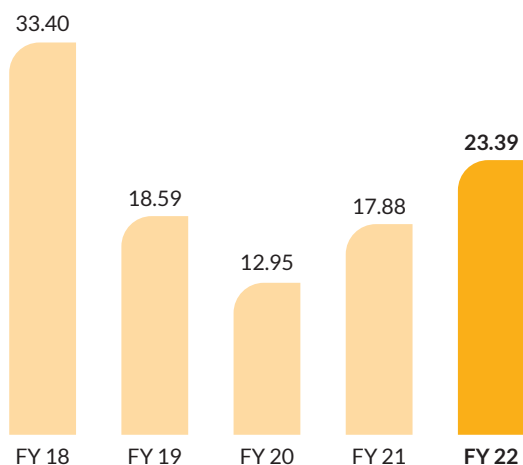
Operational Revenue (INR Mn)
EBITDA (INR Mn)
Margins (%)

Net Profit (INR Mn)

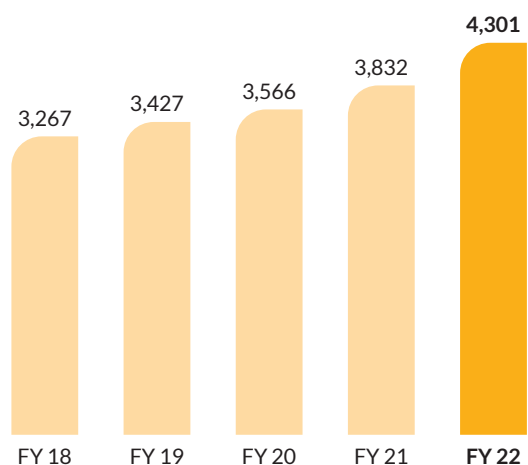


Net Profit (INR Mn)
Margins (%)

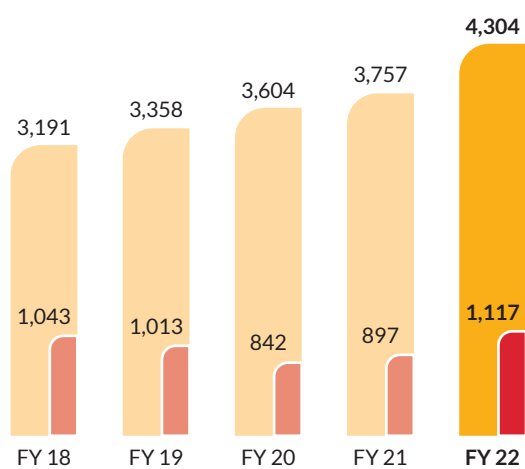
Diluted EPS (INR)



Matchmaking Billings (INR Mn)

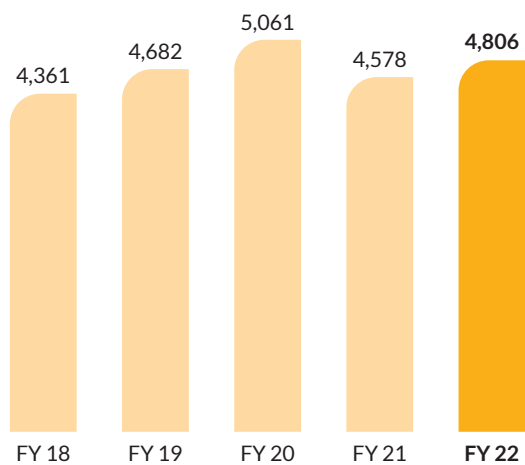


Matchmaking Performance (INR Mn)

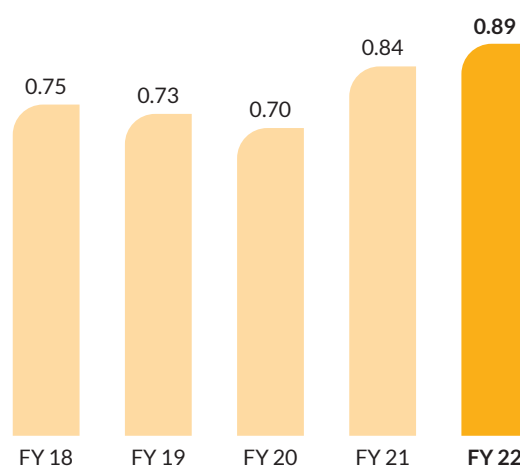


Revenues (INR Mn)
EBITDA (INR Mn)

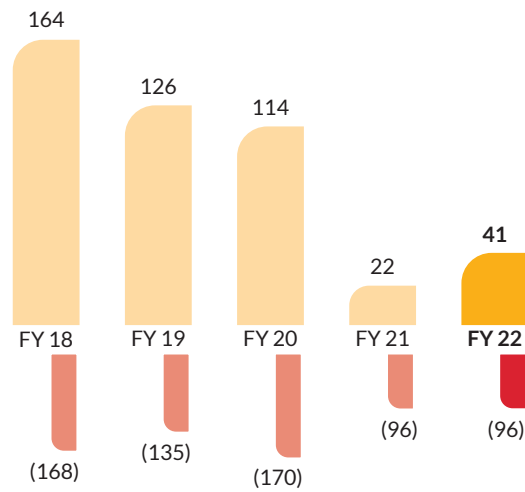
ATV (INR)



Paid Subscriptions (in Mn)



Marriage Services Performance (INR Mn)



Marriage Services Revenue
EBITDA

Forging Ahead with New Footprints

Bangladeshi Matrimony

We set up a base in Dhaka, Bangladesh and launched BangladeshiMatrimony. With the launch of this office, we are ready to serve new communities through our wider reach and dedicated customer services.

ShaadiSaga: A New Acquisition

The Company acquired a 100% stake in Boatman Tech Private Limited, promoters of ShaadiSaga.com, a leading player in the wedding services industry. ShaadiSaga's technology-focussed approach, robust digital presence, built with strong social media and content marketing capabilities, has served consistent demand of over 1 million monthly active users (MAU).

With ShaadiSaga's 40,000 vendors offering multiple wedding-related products and services, catering to customers across 15 major Indian cities, we have introduced a differentiated product experience.

This deal has enabled Matrimony.com to significantly scale up its presence in the North and West regions, strengthen its product capabilities and become the largest wedding services player across the country. With this strategic acquisition, we are poised to accelerate our growth through supply enhancement and superior product capabilities.

With the integration of ShaadiSaga's product, technology, and social media assets with our offerings i.e., WeddingBazaar.com and Mandap.com, we have become a one-stop wedding shop from finding a partner to planning a wedding. This assimilation has served to strengthen the positioning of WeddingBazaar.com and Mandap.com in the industry with over 1 lakh vendors. Both brands are poised to become the #1 wedding services brands pan India.



MARATHI MATRIMONY

Manjunath and Haritha

"We Drove 1,000 Kms Together Across India"



Innovative Campaigns to change social perspectives

#PehlePadhaiPhirShaadi

A stark reality underlies the walls with beautifully painted wedding art in Jaisalmer. This city has the lowest adult literacy rate among girls in Rajasthan and the country. The reason is simple – the girls are often made to choose marriage over education. Matrimony.com launched a social initiative #PehlePadhaiPhirShaadi to encourage select girl students from Jaisalmer to complete Grade 12 this year, to become eligible to receive a scholarship to pursue their dreams through college education. As a brand at the forefront of empowering women, BharatMatrimony is continually trying to break new ground and change the social perspective about women, relationships, and marriage. We believe “Pehle Padhai Phir Shaadi” will drive social change by encouraging girls to choose education over marriage.

No Brokers with Jodii

The Jodii media campaign focusses on the challenges of finding a life partner such as lack of choice or the dependence on a matrimony broker. The campaign portrays the difficulties a family faces when it searches for a groom for their daughter. The Company's television commercial projects this tension, which is relieved with the introduction of the Jodii app culminating in multiple choices, joy, and happiness.

#Equal for Both

The Company's 'Equal For Both' campaign, encourages women to take a stand for equality. When it comes to matchmaking, for ages, it has always been women who are asked multiple questions before marriage, some equal, some not. BharatMatrimony believes that a happy marriage is between equals, so even the pre-marriage questions should be equal.

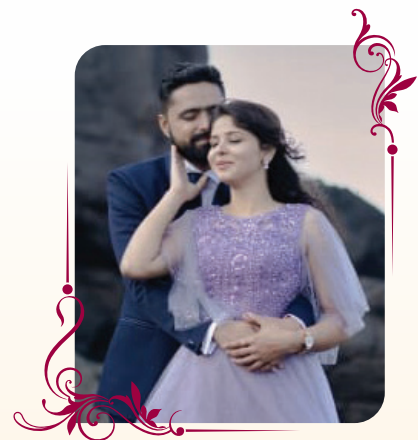
To address this social issue, on Women's Day in March 2022, BharatMatrimony launched its 'Equal For Both' campaign that pushes for recognising the equality in the man-woman relationship.

As a progressive platform that seeks to empower women, BharatMatrimony has always tried to understand the concerns of women of marriageable age and attempt to resolve them. We wanted to voice the dilemma women face with these pre-marriage questions. With this campaign, we hope to nudge women and encourage them to take a stand for equality in the relationship and inspire both men and women to ask the questions that matter, to make a happy marriage.

The campaign features women asking the audience the very same awkward questions posed to them before marriage. In effect, they're posing them to society at large.

#SecureConnect

BharatMatrimony launched a TV commercial 'SecureConnect', starring MS Dhoni, which urges women to take control of their privacy and safety while searching for a life partner. For women who are concerned about their mobile numbers being easily accessed by prospects on a matrimony platform, BharatMatrimony's SecureConnect® offers utmost comfort and security. The unique calling feature enables women members to receive calls from male members with a premium membership, without revealing their own contact number. BharatMatrimony is the only matrimony service to offer this first-of-its-kind calling security feature for women. Women members can simply enable SecureConnect® in the settings tab on their profile by choosing the option 'Receive calls without showing my number' and get phone calls from matching male members, without worrying about being stalked or harassed. This media campaign intends to empower women to take charge of their own safety and well-being.



HINDI MATRIMONY
Anup and Saloni

“Marriages are made in
heaven, matches are made on
BharatMatrimony”

New Horizons in FY 2022

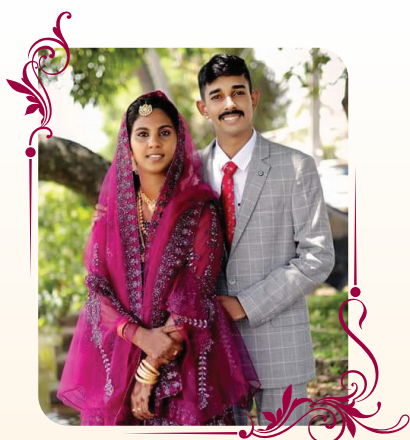
As a market leader, we are always seeking out new opportunities that sets us apart in this industry. We follow a micro-market strategy that differentiates us from other players. We continually seek to tailor our products and services to meet a range of customer requirements and explore new horizons.

Jodii A New Product Launch

The newest offering is Jodii – a matchmaking application that bridges the digital divide and reaches out to the common people who may lack higher education or may not be too tech-savvy. For this community of people, Jodii offers matrimonial services in vernacular languages and thus serves to expand their matrimonial options.

This service is available for those who have studied up to a Diploma course after schooling up to Grade 10 or 12. Jodii is an Android only app available in Hindi, Tamil, Telugu, Malayalam, Kannada, Gujarati, Marathi, Bengali, Punjabi, and Oriya. Jodii was the culmination of a long-detailed research across Indian states over a period of one year.

The primary benefits of Jodii are affordable packages and a simple application user interface – much appreciated by members who are not Internet-savvy – that contributes to a positive customer experience.



KERALA MATRIMONY
Afzal And Reshma

“Kerala Matrimony helped me find my perfect match”



New Features

Acceptable Matches

To address a common nagging industry concern of irrelevant matches, we launched the unique 'Acceptable Matches' initiative. This is a long-awaited industry-first feature that helps members to see only relevant profiles that match their preferences. This means member profiles shall be seen and contacted only by 'suitable' matches. This feature leverages artificial intelligence and data analytics to eliminate non-matching responses to ensure that a member's profile is shown only to the most appropriate set of matches. The artificial intelligence embedded in the software considers the user's profile and partnership preferences to define the most suitable prospects. This is a feature unique to the Company and there is a pending patent for it.

This feature has provided members a choice to tweak their preferences. They can also clearly indicate which selection criteria are mandatory, like a partner's age range (for example, 25 to 30 years), education (for example, engineering and medicine), profession, community, or location.

Video Profiles

A photograph and some information about a person do not speak about the person's uniqueness, personality, or core values. However, this is remedied with technology. We launched our video profile feature primarily to help customers who

want to go beyond the written word and photograph to express themselves. This feature enables customers to speak about their likes and dislikes, education, professional and family details, and let potential matches relate better, gain a deeper understanding about their grounding and a perspective for their partner preferences. This feature helps members to get better responses and stand out from other prospects.

Better Id Verification

A fake profile on matchmaking sites – always a real concern in the virtual world – can be a means of deception. We have undertaken responsibility by going to the root of this issue and worked out a solution to authenticate identities. We have enabled faster and better identity verification through a partner collaboration programme. Members can now provide their Aadhaar or Voter id number to get their profile information verified. This has served to enhance members' trust in the Company, by keeping fraudulent profiles out of the platform.

More Interesting Matches

We have revamped the hobbies and interests' section in member profiles to include several newer options. We capture members' personal information like interests, favourite music, reads, movies and TV shows, sports and

fitness activities and cuisine. This helps to personalise the profile and makes it easier to find like-minded members and connect with them. This information goes beyond the regular attributes like age, language, education, and profession.

Self-help

To address common customer queries, a self-serve mechanism was introduced as an online section of frequently asked questions and answers, which provides information and guides members. This has served to organise common questions and requests by customers. If the customer still has an unaddressed request, they can always reach out to our customer service team, via the in-app chat or by calling us directly.

Improved Privacy

Our new photo privacy settings enhance the privacy of members and give granular control to members who get to decide to whom their photographs may be shown.



GUJARATI MATRIMONY
Ravina and Deepak

"We understand each other's feelings without uttering a word"

Strengthening Internal Bonds

Smooth seas do not make skilful sailors. This resonates well with the global pandemic that hit us in FY 2020-21 and just when we thought it was all over, the more severe Delta variant caused much devastation. The pandemic has had a huge impact on our lives, bringing in unprecedented uncertainty, yet teaching us the importance of adaptation, teamwork, and the real people in our lives. These spiritual lessons showed the need to work together, collaborate more and achieve results in the new normal. The Human Resources function achieved many significant milestones with technology and automation at the heart of this journey in FY 2022.



SOME OF THE ACTIONS WE IMPLEMENTED AS TECHNOLOGY INITIATIVES AND PEOPLE PRACTICES INCLUDE:

Human Resource Management System (HRMS)

We launched our new HRMS in partnership with Peoplestrong, an AI-powered, intelligent, and scalable recruitment platform. Our new HRMS has enabled centralisation of all people practices and serves to drive automation, transparency, ease of access, and first time right, leading to enhanced employee experience and productivity.

Talent Acquisition

Matrimony.com strengthened its employer branding at the top pan India engineering campuses and B-Schools by engaging in campus recruitment activities for its product and product engineering verticals. This was an opportunity to engage with the best minds in the country across 30+ campuses and 10+ B Schools.

COVID Initiatives

During the COVID Delta wave, we launched many initiatives for our associates which included tie-up with Tata 1mg for free online doctor consultation, reimbursement of RTPCR test expenses, reimbursement of vaccination expenses as well as seven days of COVID leave for those diagnosed as COVID-positive. We also launched an 8To8 helpline number where associates could call between 8 a.m. and 8 p.m. to get their medical queries resolved.

Rewards & Recognition

We launched a digital employee rewards and recognition online platform (Circle of Excellence) in collaboration with HiFives. The platform includes both monetary and non-monetary awards across various categories like performance, leadership, values as well as innovation. The platform is extremely user-friendly, and employees can like, comment, and share the awards received on social media. The platform makes recognising and thanking a colleague much easier.

Code of Conduct

We relaunched our Code of Conduct (CoC) policy as part of the Learning Festival. The CoC policy included many new sections like respect for women, conflict of interest, dual employment to cite a few. The CoC was launched through an interesting Fireside chat along with collage and video creation contests.

Performance Management

Offering the best compensation packages is key to attain, retain and motivate employees. Therefore, in partnership with Payreview, the process of benchmarking the increment cycle went online. Line managers and functional heads accepted the responsibility and ownership to decide on increments for their team members. This is a huge step that will serve to retain key talent in every team. The new well-defined system not only helps the organisation manage the budget well, but also empowers line managers to decide on the increment numbers for their team.



Talent Management

We launched the 9-box framework, an employee assessment tool based on associates' performance and potential in certain key categories. This helps to identify key talent, potential for growth, and invest in their continual development. For the Assisted Services team, we identified a set of core competencies, based on which we developed and rolled out the behavioural interview skills programme for customer service management.

Diversity & Inclusion

matrimony.com takes pride in the fact that more than 54 per cent of its associates are women. On Women's Day, to celebrate the power of women, we launched a learning initiative – Shadowing the CEO. Three women associates were handpicked to spend the entire day with the CEO, where they experienced first-hand how a CEO's day unfolds. This also served as a platform to share ideas and feedback to the business.

Work Infrastructure

We added new office premises at Hyderabad, Pune and Noida and have begun the process of refurbishing many of our office premises in Adyar and Mumbai. We took many initiatives during the severe Delta COVID second wave like facilitating smooth movement of assets to our associates who were working from home, vacating of seats resulting in cost savings for the company, organising vaccination camps and frequent floor sanitisation for health safety.

BharatMatrimony Online Matrimony Trend Report 2021

What did Indian singles search for in 2021?

Did the pandemic change the way brides and grooms look at marriage? How did they manage to catch up with prospects during 2021? Did more women make the first move in expressing interest to men? How many messages did they send? Find out all about this in the annual BharatMatrimony Online Matrimony Trend Report 2021.

Were Indian singles interested in marriage in 2021?

Absolutely, COVID didn't seem to have any significant impact on matchmaking. During the year, a whopping 1 Billion interests were sent by both women and men.



BENGALI MATRIMONY

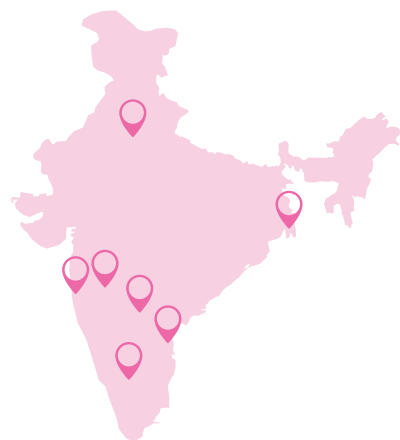
Taniya and Arnab

"I found Arnab on BharatMatrimony, says Taniya who works at Matrimony.com!"

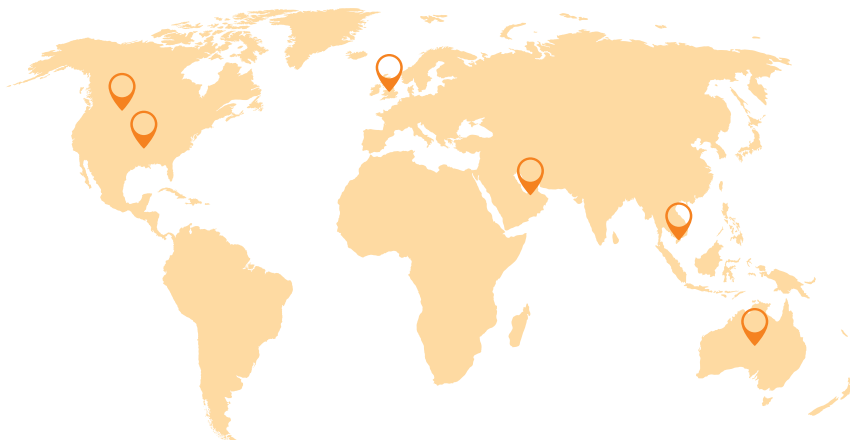
30% 
**spike in women
making the first move**

Without a doubt, women have been increasingly taking the marriage decision into their own hands. Their active expression of interest to males last year saw more than 30% jump over pre-COVID phase. Not just that, women engagement on the BharatMatrimony app jumped by a massive 60%.

TOP CITIES & COUNTRIES



In terms of registrations, **Mumbai, Delhi, Bengaluru, Hyderabad, Chennai, Kolkata and Pune** figured at the top.



US, Canada, UK, UAE, Australia and Singapore featured in the list of top countries by registration.

When are singles most actively looking for a partner?

Good question. The answer is 4 to 7 pm every day across cities. Now you know when to log into the app.

How many profiles do singles see?

On an average, a man sees about 184 women profiles per month. While a woman sees 158 profiles of men during the same period.

2lakh messages

Well that's the number of personalised messages sent every day by members to the prospects.

Is engineering still at the top?

The top degrees listed by both men and women were B Tech, BE, MBA, Bachelors in Arts, Science and Commerce.

Govt. ID-verified profiles receive more interest than others

Pointing to the fact that trust plays a key role while shortlisting profiles, women profiles that were verified with a Govt. ID like a Passport, Aadhaar card etc. saw significantly higher interest at 37% from men, than non-Govt. ID-verified profiles. Men who had a profile with a Govt.-verified ID, got 34% more response.



ORIYA MATRIMONY
Sarod and Monalisa

"She is My Very Own Monalisa."

Notice of Annual General Meeting

NOTICE is hereby given that the TWENTY FIRST ANNUAL GENERAL MEETING of the Members of Matrimony.com Limited will be held on **Friday, the 12th August, 2022 at 3.00 P.M** through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS

1. Adoption of Audited Standalone Financial Statements

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED that the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2022, the Reports of the Board of Directors and the Auditors thereon, be and are hereby received and adopted.

2. Adoption of Audited Consolidated Financial Statements

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED that the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022 and the Report of the Auditors thereon, be and are hereby received and adopted.

3. Declaration of Dividend

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED that out of the profits for the financial year ended 31st March, 2022, a Dividend at the rate of Rs. 5 (Rupees Five only) per share, as recommended by the Board of Directors, be and the same is hereby declared for the financial year 2021-22 and that the said dividend be paid to the Members whose names appear on the Register of Members as on August 5, 2022 or their mandates.

RESOLVED FURTHER that in respect of shares held in electronic form, the Dividend be paid on the basis of beneficial ownership as per details furnished by the depositories for this purpose.

4. Re-appointment of Director

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED that pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules thereunder, Mrs. Deepa Murugavel (holding DIN 00725522) who retires by rotation, be and is hereby re-appointed as a Director of the Company.

5. Appointment M/s. B S R & Co. LLP, Chartered Accountants as statutory auditors of the Company in place of M/s S.R Batliboi Associates LLP, Chartered Accountants, retiring auditors and to fix their remuneration.

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. B S R & Co. LLP, Chartered Accountants, having registration No. 101248W/W-100022 be and are hereby appointed as the Statutory Auditors of the Company for term of five consecutive years, who shall hold office from the conclusion of this 21st Annual General Meeting till the conclusion of the 26th Annual General Meeting to be held in the year 2027 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

By Order of the Board of Matrimony.com Ltd

Chennai
May 11, 2022

Sd/-
S Vijayanand
Company Secretary

Annexure to the Notice

Details of the Director seeking appointment and re-appointment at the 21st Annual General Meeting

[Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The resume of Mrs. Deepa Murugavel, in brief and other details required to be provided pursuant to Regulation 36 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting are provided below for the consideration of the Members:

Mrs. Deepa Murugavel

Deepa Murugavel, aged 44 years, is a non-executive Director of our Company. She holds a bachelor's degree of science in biochemistry (special) from Gujarat University and a master's degree in business administration from California Coast University. She has also completed a course on training as a laboratory technician from the K.M. School of Post Graduate Medicine and Research, Ahmedabad. She has been associated with our Company since March 26, 2006.

Mrs. Deepa Murugavel holds 4007 equity shares of the Company and forms part of promoter group.

There were 7 Board meetings conducted during the year and Mrs. Deepa Murugavel has attended 7 Board meetings.

Mrs. Deepa Murugavel does not hold Directorship in any other Company and is member of Corporate Social Responsibility committee and Stakeholders Relationship Committee of the Company and Chairman of Stakeholders Relationship Committee.

Mrs. Deepa Murugavel is the spouse of Mr. Murugavel Janakiraman, Promoter, Chairman and Managing Director of the Company. She is not related to the any other Directors and Key Managerial Personnel of the Company, and their relatives.

Except Mrs. Deepa Murugavel and Mr. Murugavel Janakiraman, none of the Directors and Key Managerial Personnel, and their relatives, is concerned or interested, financially or otherwise, in the Resolution relating to her re-appointment.

By Order of the Board of Matrimony.com Ltd

Place: Chennai
Date: May 12, 2022

Sd/-
S Vijayanand
Company Secretary

Explanatory Statement in respect of the Special Business (pursuant to Section 102 of the Companies Act, 2013 & Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) of the Notice dated May 12, 2022

Item No. 5

M/s S.R. Batliboi and Associates LLP, Chartered Accountants has been serving as Statutory Auditors since the year 2012-13. As per the provisions of Section 139(2) of the Companies Act, 2013, the Company cannot appoint an audit firm as Statutory Auditor for more than two terms of five consecutive years. Since the existing term of appointment of Statutory Auditors is expiring this year, there is a requirement to appoint a new Auditor in place of existing Auditors subject of the approval of the shareholders in the ensuing Annual General Meeting. Based on recommendation of the Audit Committee and the Board of Directors of the Company M/s. B S R & Co. LLP, Chartered Accountants, having registration No. 101248W/W-100022 are proposed to be appointed as Statutory Auditors of the Company at this 21st Annual General Meeting ('AGM') for a period of 5 years, up to the conclusion of 26th AGM. M/s. B S R & Co. LLP, Chartered Accountants are eligible for re-appointment for a further period of 5 years.

M/s. B S R & Co. LLP Chartered Accountants have given their consent for their appointment as Statutory Auditors of the Company and has issued certificate confirming that their appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. M/s. B S R & Co. LLP, Chartered Accountants have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As confirmed to Audit Committee and stated in their report on financial statements, the Auditors have reported their independence from the Company and its subsidiary according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit. The Board of Directors has approved a remuneration of Rs. 38 lakhs for conducting the audit & other statutory certifications for the financial year 2022-23, excluding applicable taxes and reimbursement of out-of-pocket expenses on actuals. The remuneration proposed to be paid to the Statutory Auditors during subsequent years would be in line with the existing remuneration and shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors. M/s B S R & Co. LLP is a member entity of B S R & Affiliates, a network registered with the ICAI. The firm has offices in various cities across the country. M/s B S R and Co. LLP is a multi-disciplinary Audit Firm catering to various clients in diverse sectors. The firm holds the 'Peer Review' certificate as issued by 'ICAI'.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members.

NOTES:

1. Ministry of Corporate Affairs vide General Circular no. 2/2022 dated May 05, 2022 read with General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021, Circular No.19/2021 dated December 8, 2021 and 12/2021 dated December 14, 2021 and SEBI vide circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 allows the Companies to conduct their AGMs through video-conferencing and other audio visual means, the detailed instructions for participation and voting at the meeting is available in the subsequent paragraphs.
2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
3. The Company has fixed Friday, August 5, 2022 as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2022, if approved at the AGM.

4. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made within 30 days from the date of AGM as per the details below:
 - i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on Friday, August 5, 2022.
 - ii. To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on Friday, August 5, 2022.
5. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Kfin Technologies Ltd for assistance in this regard.
6. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Registrar & Transferor agents in case the shares are held by them in physical form.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Registrar & Transferor agents in case the shares are held by them in physical form.
8. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
9. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ Registrar & Transferor Agents (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
10. For Resident shareholders, taxes shall be deducted at source under Section 194 of the Income Tax Act, 1961 as below: -

Shareholder having valid PAN: - 10% or as notified by the Government of India.

Shareholder not having valid PAN: - 20% or as notified by the Government of India.

Insurance Company as specified under Section 194 of the Income Tax Act, 1961:- Nil

Mutual Fund specified under clause (23D) of Section 10 of the Act: NIL

Alternative Investment Fund (AIF) established in India: Nil

However, no tax shall be deducted on the dividend payable to a resident individual shareholder, if the total dividend to be received by them during a financial year 2022-23 does not exceed ₹ 5,000/- and also in case where resident individual shareholder having valid PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H along with PAN copy, to avail the benefit of non-deduction of tax at source, by sending an E-mail to tax@matrimony.com on or before 05:00 PM (IST) on August 4, 2022.

In case of Non-resident, shareholders taxes are required to be withheld in accordance with the provisions of Income Tax Act, 1961, at the rate in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable for the following categories

- a) Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)
- b) Other Non-Resident shareholders

Non-resident shareholders other than the FIIs/FPIs can avail beneficial rates, if applicable under any applicable laws, under tax treaty between India and their country of residence, subject to providing necessary documents i.e. (a) No Permanent Establishment and Beneficial Ownership Declaration; (b) Tax Residency Certificate; (c) Form 10F along with copy of PAN duly attested by the shareholder or any other document which may be required to avail the tax treaty benefits. The aforesaid declarations and documents needs to be submitted by sending an E-mail to tax@matrimony.com on or before 05:00 PM (IST) on August 4, 2022.

11. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars the 21st Annual General Meeting of the company being conducted through Video Conferencing (VC) herein after called as "e-AGM".
12. **e-AGM:** Company has appointed M/s KFin Technologies Limited, Registrars and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.
13. Pursuant to the provisions of the circulars of AMC on the VC/OAVM(e-AGM):
 - a. Members can attend the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required
 - b. Appointment of proxy to attend and cast vote on behalf of the member is not available.
 - c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
14. The attendance of the Members (members logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
15. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members through e-Voting agency M/s KFin Technologies Limited,
16. **Voting at the e-AGM:** Members who could not vote through remote e-voting may avail the e-voting system provided at the venue by M/s KFin Technologies Limited.
17. The Notice calling the EGM/AGM has been uploaded on the website of the Company at www.matrimony.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively is also available on the website of e-voting agency M/s KFin Technologies Limited at the website address <https://evoting.kfintech.com/>
18. Members desiring any information / clarification on the financial statements or any of the resolutions as detailed in the Notice are requested to write to the Company on or before August 4, 2022 through an E-mail to compliance@matrimony.com, specifying his/her name along with Demat account details. The same shall be replied by the Company suitably.
19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which directors are interested under Section 189 of the Companies Act, 2013 and all other documents mentioned in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an E-mail to compliance@matrimony.com.

Procedure for obtaining the Annual Report, e-AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the depositories or with RTA on physical folios:

20. In terms of the MCA and SEBI Circulars, the Company has sent the Annual Report, Notice of e-AGM and e-Voting instructions only in electronic form to the registered email addresses of the shareholders. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:
21. Those shareholders who have registered/not registered their mail address and mobile no.s including address and bank details may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited in case the shares held in physical form.
22. Shareholders who have not registered their mail address and in consequence the Annual Report, Notice of e-AGM and e-voting notice could not be serviced may temporarily get their email address and mobile number provided with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> for sending the same. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to einward.ris@kfintech.com.
23. Shareholders may also requested to visit the website of the company www.matrimony.com or the website of the Registrar and Transfer Agent www.kfintech.com for downloading the Annual Report and Notice of the e-AGM.
24. Alternatively member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of e-AGM and the e-voting instructions.

Instructions for the Members for attending the e-AGM through Video Conference:

25. Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by M/s KFin Technologies Limited. Members may access the same at <https://evoting.kfintech.com/> under shareholders/members login by using the remote evoting credentials. The link for e-AGM will be available in shareholder/members login where the EVENT and the name of the company can be selected. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.
26. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
27. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
28. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
29. Since the AGM will be held through VC/OAVM, the route map is not annexed in this Notice.

INSTRUCTIONS FOR ELECTRONIC VOTING [E-VOTING]

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences 9.00 A.M. (IST) on Tuesday, August 09, 2022 to 5.00 P.M. (IST) on Thursday, August 11, 2022
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with Kfintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:
 - Step 1 :** Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2 :** Access to Kfintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
 - Step 3 :** Access to join virtual meetings(e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. User already registered for IDeAS facility:
	I. Visit URL: https://eservices.nsdl.com
	II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.
	III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”
	IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.
	2. User not registered for IDeAS e-Services
	I. To register click on link : https://eservices.nsdl.com
	II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	III. Proceed with completing the required fields.
	IV. Follow steps given in points 1.

Type of shareholders	Login Method
	3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ Click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com Click on New System Myeasi Login with your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed with completing the required fields. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide your demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. Once logged-in, you will be able to see e-Voting option.Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVEN" and click on "Submit"
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id vsureshpcs@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."

- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:
- Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
 - Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
 - After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- Facility for joining AGM through VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.
- Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at compliance@matrimony.com. Questions /queries received by the Company till 5 PM on August 11, 2022 shall only be considered and responded during the AGM.
- The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- Facility of joining the AGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis.
- Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

- I. Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be opened from Thursday, August 11, 2022 at 9.00 AM (IST) and closes on Thursday, August 11, 2022 at 5.00 PM (IST). Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. Post your Question: The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from Thursday, August 11, 2022 at 9.00 AM (IST) and closes on Thursday, August 11, 2022 at 5.00 PM (IST).
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact at evoting@kfintech.com or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, August 5, 2022, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact Kfintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- VI. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

Directors' Report

Dear Shareholders,

The Board of Directors of your Company take pleasure in presenting the Twenty First annual Report of the Company together with the audited consolidated & standalone financial statements and the auditor's Report thereon for the financial year ended March 31, 2022.

The results of operations for the year under review are given below:

RESULTS OF OPERATIONS

in Rs Lakhs, except per equity share data

	Consolidated		Standalone	
	FY 22	FY 21	FY 22	FY 21
1. Net Revenue	43,449.56	37,787.90	42,966.68	37,277.81
2. Other Income	297.85	304.84	611.88	580.07
3. Total income (1+2)	43,747.41	38,092.74	43,578.56	37,857.88
Expenditure:				
a) Employee Benefit Expenses	13,231.69	12,725.87	13,057.94	12,578.28
b) Marketing Expenses	16,212.10	13,680.79	16,131.18	13,700.34
c) Infrastructure /Communication/ Administration Expenses	5,308.00	4,627.98	5,197.87	4,565.63
4. Total expenditure	34,751.79	31,034.64	34,386.99	30,844.25
5. EBITDA(3-4)	8,995.62	7,058.10	9,191.57	7,013.63
6. Depreciation/Amortization	2,690.68	2,593.08	2,632.45	2,589.75
7. Finance Cost	536.00	482.52	531.34	481.18
8. Finance Income	1,496.23	1,440.62	1,507.59	1,440.57
9. Profit before tax and share of profit / (loss) from associate (5-6-7+8)	7,265.17	5,423.12	7,535.37	5,383.27
10. Share of loss from associate	(78.95)	(57.19)	-	-
11. Net Profit before tax (9-10)	7,186.22	5,365.93	7,535.37	5,383.27
12. Tax Expense	1,827.07	1,288.54	1,837.19	1,287.14
13. Net Profit after tax (11-12)	5,359.15	4,077.39	5,698.18	4,096.13
14. Other Comprehensive Income - Net of Tax	(41.94)	(7.23)	(51.51)	(0.70)
15. Total Comprehensive Income (13+14)	5,317.21	4,070.16	5,646.67	4,095.43
16. Retained Earnings (Opening Balance)	12,178.40	8,875.22	11,990.60	8,669.24
17. Transfer to General Reserve	4,511.66	3,303.18	4,852.80	3,321.36
18. Retained earnings (Closing Balance)	16,690.06	12,178.40	16,843.40	11,990.60
19. EPS Basic	23.42	17.90	24.90	17.98
20. EPS Diluted	23.39	17.88	24.87	17.96

BUSINESS REVIEW

Your Company achieved consolidated revenue of Rs.43,449.56 lakhs during the year under review as against Rs. 37,787.90 lakhs during the previous financial year, a growth of 14.98 % year on year. The operating expenses stood at Rs.34,751.79 lakhs during the year as against Rs. 31,034.64 lakhs of the previous year, representing an increase of 11.98 %. The Earnings before Interest, Tax and Depreciation (EBITDA) for the year was at Rs.8,995.62 lakhs as against Rs.7,058.10 lakhs for the previous year, an increase of 27.45%. The Profit before tax for the year was at Rs.7,186.22 lakhs as against Rs. 5,365.93 lakhs of the previous year, representing an increase of 33.92%. The Company's consolidated Net Profit (PAT) for the year was at Rs.5359.15 lakhs as against Rs. 4,077.39 lakhs of the previous year, an increase of 31.44%.

Your Company has two business segments, Matchmaking & Marriage Services and considers them as primary segment under Ind AS 108 for reporting.

Matchmaking

The Company has added 8.94 lakhs paid subscriptions, an increase of 6.81% over previous year. The revenue on a consolidated basis, for the current year was at Rs. 43,036.44 lakhs as against Rs. 37,572.25 lakhs for the previous year, resulting in a growth of 14.54 %. The matchmaking EBITDA for the year increased by 24.54% to reach Rs. 11,171.56 lakhs as against Rs. 8,972.84 lakhs of the previous year.

Marriage Services

The revenue from Marriage Services for the year was at Rs. 413.12 lakhs as against Rs. 215.65 lakhs of the previous year, resulting in an increase of 91.57%. The loss for the year was at Rs. 955.30 lakhs as compared to loss of Rs. 963.23 lakhs of the previous year.

Detailed analysis of the performance of the Company and its businesses as been presented in the section on Management Discussion and analysis Report forming part of this Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34 (2) (e) of the SEBI (LODR) Regulations 2015 is presented in a separate section and forming part of this report.

LIQUIDITY

As on March 31, 2022, on a consolidated basis, we had liquid assets (includes cash and cash equivalents and investments) of Rs.33,372.41 lakhs as against Rs. 28,490.82 lakhs at the previous year end. Your Company is also debt free as on 31st March 2022. The details of these investments are disclosed under the 'Financial Assets' section in the consolidated financial statements in this Annual Report.

FUTURE OUTLOOK

Company being the leader in the matchmaking space believes that the growth prospect is high since the Country has large unmarried population coupled with the increasing internet and mobile penetration in India, cultural receptivity to arranged marriages and increased freedom of choice over life decisions. Internet base in India is expanding very rapidly and is expected to grow significantly in the coming years and this augurs well for the on line matchmaking segment. To ride on the growth, your Company will continue to focus on product and process improvements and invest in brand.

For more details kindly refer to Management Discussion and Analysis report which is presented as separate section and forming part of this report.

DIVIDEND

Your Company has been consistent in generating operating cash flow over the years. The dividend policy indicates that the Company endeavors to maintain a minimum dividend pay-out ratio of 10-15% of standalone profits after tax, excluding exceptional transactions. The payout ratio may be altered if cash is to be retained under certain circumstances. The Board has recommended a final dividend of Rs.5 per equity share, in its meeting held on May 12, 2022 subject to approval by the shareholders at the ensuing annual general Meeting. The total dividend pay-out for the current year is Rs. 1,144.94 lakhs signifying a pay-out ratio of 21.36%

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there are no dividend which has remained unclaimed and unpaid for a period of seven years from the date it became due for payment.

SIGNIFICANT EVENTS

There are no significant events during the year.

SHARES

BUY BACK OF SECURITIES

The Company has not bought back any of its securities during the year under review.

SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

BONUS SHARES

The Company has not issued any Bonus Shares during the year under review.

EMPLOYEES STOCK OPTION SCHEME

The Employee Stock option scheme enables the Company to hire and retain the best talent for its senior management and key positions. The Nomination and Remuneration Committee of the Board of Directors of the Company, inter alia, administers and monitors the employee stock option scheme in accordance with the applicable SEBI Regulations. The disclosure as required under Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 is as under

i) Options movement during the year

Sl. No.	Particulars	ESOS 2014
1.	Number of options outstanding at the beginning of the year	1,46,578
2.	Number of options granted during the year	45,475
3.	Number of options forfeited / lapsed during the year	37,200
4.	Number of options vested during the year	28,815
5.	Number of options exercised during the year	27,156
6.	Number of shares arising as a result of exercise of options	27,156
7.	Exercise price of options granted during the year	1. 1086.80 2. 1014.75 3. 833.85 4. 728.50
8.	Variation of terms of options	NIL
9.	Money realized by exercise of options (INR), if scheme is implemented directly by the company	94, 60,170.50
10.	Number of options outstanding at the end of the year	1,27,697

ii) Employee wise details of options granted to

Key Managerial Personnel	NIL																				
Employees who received a grant in the year amounting to 5% or more of options granted during the year	<table> <tr> <td>Srinath Duggirala</td><td>2600</td></tr> <tr> <td>Saurabh Kumar Shakya</td><td>2300</td></tr> <tr> <td>Kiran Vijayakumar</td><td>4000</td></tr> <tr> <td>Ajay Kumar</td><td>2500</td></tr> <tr> <td>Vinodha Priyan</td><td>2500</td></tr> <tr> <td>Bharatram Balakrishnan</td><td>3075</td></tr> <tr> <td>Rakesh Deekonda</td><td>5000</td></tr> <tr> <td>Niraj Patel</td><td>5500</td></tr> <tr> <td>Himanshu Kapsime</td><td>6000</td></tr> <tr> <td>Manish Garg</td><td>6000</td></tr> </table>	Srinath Duggirala	2600	Saurabh Kumar Shakya	2300	Kiran Vijayakumar	4000	Ajay Kumar	2500	Vinodha Priyan	2500	Bharatram Balakrishnan	3075	Rakesh Deekonda	5000	Niraj Patel	5500	Himanshu Kapsime	6000	Manish Garg	6000
Srinath Duggirala	2600																				
Saurabh Kumar Shakya	2300																				
Kiran Vijayakumar	4000																				
Ajay Kumar	2500																				
Vinodha Priyan	2500																				
Bharatram Balakrishnan	3075																				
Rakesh Deekonda	5000																				
Niraj Patel	5500																				
Himanshu Kapsime	6000																				
Manish Garg	6000																				
Identified employees who were granted option, during the year equal to or exceeding 1% of the Issued Capital (excluding outstanding warrants and conversions) of the company at the time of grant	Nil																				

The Employee Stock Option Scheme 2014 is in compliance with SEBI (Share based Employee Benefits) Regulations 2014. The details required under Regulation 14 of the SEBI (Share based Employee Benefits) Regulations, 2014 are available on the Company's website at https://www.matrimony.com/investors/annual_report.php

The Company has received a Certificate from the Auditors of the Company that the scheme have been implemented in accordance with the SEBI Regulations and the resolution passed the members. The Certificate would be placed at the Annual General Meeting for inspection by members.

BOARD OF DIRECTORS

In the opinion of the Board, the independent Directors appointed by the Company possess adequate experience, expertise with integrity and standing.

Smt. Deepa Murugavel , Non Executive Woman Director retires at this Annual General Meeting and being eligible, offers herself for re-election.

DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

As per the provisions of the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, every individual who has been appointed as an independent director in a company, on the date of commencement of the above rules shall within a period of thirteen months from the date of commencement apply to Indian Institute of Corporate Affairs for inclusion of his name in the data bank for such period till he continues as Independent Director of any Company.

As per the above provisions, every independent director shall submit a declaration of compliance of sub-rule (1) and sub-rule (2) to the Board, each time he/she submits the declaration required under sub-section (7) of section 149 of the Act. The Company has obtained a declaration to that effect from the Independent Directors

All the independent Directors are exempted from passing online proficiency self assessment test based on their experience and hence the requirement of passing online proficiency self-assessment test is not applicable for the Independent Directors of the Company.

The detailed terms of appointment of Independent Directors is disclosed on the Company's website in the following link <https://www.matrimony.com/investors/policies/letter-of-appointment-of-independent-director-06-02-18.pdf>

NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Company had 7 Board meetings during the financial year under review and a separate meeting of the Independent Directors on 04/03/2022.

BOARD EVALUATION

The performance evaluation of the Board, its committees and individual Directors including independent Directors was conducted based on the criteria laid down by the Nomination and Remuneration Committee of the Company covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its committees, Board culture, execution and performance of specific duties, obligation and governance.

The Board has carried out the annual performance evaluation pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the SEBI (LODR) Regulations, of its own performance, the individual Directors including independent Directors and its Committees based on the predetermined templates designed as a tool to facilitate evaluation process, on parameters such as level of engagement, contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE

The particulars of Loans, guarantees or investments made under section 186 of the Companies Act, 2013 is furnished below

Investment		
Name of the Company	No of shares	Amount (in Rs.)
Sys India Private Limited	1,00,000	1,00,000
Consim Info USA Inc., USA	1,000	45,120
Matrimony DMCC	50	10,16,474
Astro-Vision Futuretech Private Limited	3,341	6,14,43,400
Bangladeshi Matrimony Private Limited	9,785	88,335
Boatman Tech Private Limited	16,692	9,94,95,400

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The disclosures to be made under Section 134(3)(m) of the Companies Act, 2013 read with rule 8 (3) of the Companies (Accounts) Rules, 2014 by the Company are as under

i) Conservation of Energy

Steps taken or Impact on Conservation of Energy

The Company strives and makes conscious efforts to reduce its energy consumption through business operations of the Company is not energy intensive. Some of the measures undertaken are listed below:

1. Usage of LED lights at office spaces that are more energy efficient.
2. Regular monitoring of temperature inside the office premises and controlling the Air Conditioning system.
3. Rationalisation of usage of electricity
4. Planned preventive maintenance

ii) Technology Absorption

The Company by itself operates into the dynamic information technology space. It has constantly evolved through the use of technology. From modernisation of the data centre, to automation powered by Artificial Intelligence (AI), to Machine Learning (ML), and to the deployment of the Big Data platform and the Analytical database, the Company has constantly been on the forefront when it comes to Technological advancements and transformations. The Company has adequate members in Technology development functions and keep updating the changes in technology.

iii) Foreign Exchange earnings and outgo

The details of the Foreign Exchange earnings and outgo are given below

a) Earnings in Foreign Currency (in Rs. lakhs)

Sl No	Particulars	2021-22	2020-21
1	Income from services	5,832.19	5,346.03
2	Database access fees	104.23	108.83
3	Business License fees	53.90	54.41
	Total	5,990.32	5,527.27

b) Expenditure in Foreign Currency (in Rs. lakhs)

Sl No	Particulars	2021-22	2020-21
1	Advertisement Expenses	233.56	197.33
2	Technical & Web hosting charges	133.20	23.80
3	Other Expenses	112.89	4.42
	Total	479.65	225.55

PARTICULARS OF EMPLOYEES & REMUNERATION

The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are forming part of this report as **ANNEXURE A**.

The information required under 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as **ANNEXURE B**.

The Managing Director has not received any remuneration or commission from the subsidiary Companies.

SECRETARIAL AUDIT

The provisions of the secretarial audit under Section 204 are applicable to the Company. Accordingly, the Secretarial Auditor was appointed to carry out the audit. The Audit report is attached as **ANNEXURE C**

SECRETARIAL STANDARDS

The Company complies with all applicable secretarial standards

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENT RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relate on the date of this report.

FIXED DEPOSITS

The Company has not accepted any deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 and no amount of principal or interest was outstanding as on the Balance Sheet date.

DETAILS OF SUBSIDIARIES & ASSOCIATE COMPANY

Your Company has five wholly owned subsidiaries, viz. Sys India Private Limited, Consim Info USA Inc, Bangladeshi Matrimony Private Limited, Matrimony DMCC, Dubai and Boatman Tech Private Limited. The Company has one Associate Company viz Astro Vision Futuretech Private Limited.

The auditor's report of Boatman Tech Private Limited, Wholly Owned Subsidiary has following observation

vii) a) Undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, cess and other statutory dues have not been regularly deposited with the appropriate authorities and there have been serious delays in large number of cases.

The Wholly owned subsidiary was acquired on September 15, 2021. The delayed payment of statutory dues were prior to the acquisition period and the same has since been paid and no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

The details of financial performance of Subsidiaries/Associate Company is furnished in **ANNEXURE D** and attached to this report.

HUMAN RESOURCES MANAGEMENT

Your Company having a pan India presence employs around 3405 associates to accomplish the purpose of the Company "HAPPY MARRIAGES". We have unleashed the power of inclusion by our geographical spread to cater to various Indian communities across the globe. Gender equity is our strength, as more than 54% of our associates are women, with an average age of our associates being 29 years.

Smooth Seas do not make skillful sailors. This resonates well with the global pandemic that hit us in FY'21 and when we thought all was over there came the even severe Delta variant. It has huge impact on our lives, but it also taught us that our spirits need not be dampened and that we need to work together more collaborated and achieve results in the new normal.

As Human Resources Function, we achieved many significant milestones with technology and automation at the heart of this FY'22 journey.

Some of the initiatives we implemented as part of people practices included:

HRMS- we launched our new HRMS in partnership with Peoplestrong. Our new HRMS has enabled centralization of all people practices, drive automation, transparency, ease of access, first time right, leading to enhanced employee experience and productivity.

Talent Acquisition: Matrimony.com strengthened its employer branding at the top Pan India engineering campuses and B-Schools by engaging in campus recruitment activities for its product and product engineering verticals. We got an opportunity to engage with the best minds in the country across 30+ campuses and 10+ B Schools.

Covid Initiatives: During the Covid Delta wave, we launched many initiatives for our associates which included tie-up with 1mg for free online doctor consultation, reimbursement of RTPCR test expenses, reimbursement of vaccination expenses as well as 7 days of Covid leave for those diagnosed with Covid. We also launched a 8 to 8 helpline number where associates could call and get their queries resolved.

Reward & Recognition: We launched an online rewards and recognition platform (Circle of Excellence) in collaboration with HiFives. The awards on the platform include both monetary and non-monetary across various categories like performance, leadership, values as well as innovation. The platform is extremely user friendly, and employees can like, comment, and share the awards received on social media. Now recognizing and thanking a colleague is made much easier

Code of Conduct: We relaunched our Code of Conduct policy as part of the Learning Festival. The COC policy included many new sections like respect for women, conflict of interest, dual employment to cite a few. The COC was launched through an interesting Fireside chat along with collage and video creation contests.

Performance Management: In partnership with pay review, the entire process of increment cycle went online. L1 managers and functional heads now had the ownership and responsibility to decide on the increments for their team members. This is a huge step in retaining key talent of the team. The new well-defined system not only help the organization manage the budget well, but all empowers line managers to decide on the increment numbers to their team

Talent Management: We launched the 9-box framework for associates from Band 3-5 to help identify key talent and invest in their continual development. For the Assisted Services team we identified a set of core competencies, based on which we developed and rolled out the Behavioral Interview Skills program for CSM.

Diversity & Inclusion: The Company is proud to have more than 54% of its associates as women. To celebrate the power of women, on Women's Day we launched an interesting initiative – Shadowing the CEO. 3 women associates were handpicked to spend the entire day with the CEO, where they got to understand the bigger picture of the organization along with a platform to share ideas and feedback.

Work Infrastructure: We added new office premises at Hyderabad, Pune and Noida and have begun the process of refurbishing many of our office premises like Chennai (Adyar) & Mumbai. We took many initiatives during the severe Delta Covid second wave like facilitating smooth movement of assets to our associates who were working from home, vacating of seats resulting in cost savings for the company, organizing vaccination camps and frequent floor sanitization.

RELATED PARTY TRANSACTIONS

The Company has a Policy for dealing with Related Parties as per the requirements of the Companies Act, 2013 and Regulation 23 of the Listing Regulations.

In line with its stated policy, all Related Party transactions are placed before the Audit Committee for review and approval. The related party transactions of the Company that are disclosed in the financial statements are transactions which are entered into with the wholly owned subsidiaries & associate company pursuant to an agreement with them generally for a minimum period of three years. The Company has not entered into any related party transactions other than with the Associate Company & Wholly owned subsidiaries. The list of Related Parties is reviewed and updated periodically as per the prevailing regulatory conditions.

A statement containing the nature and value of the transactions entered into by the Company with Related Parties is presented by the Chief Financial Officer for quarterly review by the Committee. All transactions with Related Parties entered during the financial year were in the ordinary course of business and on an arm's length basis. There are no materially significant related party transactions made by the Company with its Promoters, Directors, Key Managerial Personnel or their relatives which may have a potential conflict with the interest of the Company at large. There are no contracts or arrangements entered into with Related Parties during the year. However, the details of the contracts that are subsisting during the year is disclosed under Sections 188(1) and 134(h) of the Companies Act, 2013 in form AOC-2 as **ANNEXURE E**

CORPORATE GOVERNANCE

Your Company strongly believes that the spirit of Corporate Governance goes beyond the statutory form. Sound corporate governance is the key driver of sustainable corporate growth and long-term value creation for the stakeholders and protection of their interests. Your Company endeavors to meet the growing aspirations of all stakeholders including shareholders, employees and customers. Your Company is committed to maintaining the highest level of transparency, accountability and equity in its operations. Your Company always strives to follow the path of good governance through a broad framework of various processes.

The report on Corporate Governance as stipulated under Regulation 34(3) of SEBI (LODR) Regulations, 2015 is presented in a separate section and forming part of this report as **ANNEXURE F**.

Your Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (LODR) Regulations, 2015 as amended by from time to time. The Auditor's Certificate on compliance with respect to the same is annexed along with the Corporate Governance Report.

SOCIAL COMMITMENT

- I) The Company's philosophy on Corporate Social Responsibility (CSR) is to
- Ensure an increased commitment at all levels in the organisation, to operate its business in an economically, socially & environmentally sustainable manner, while recognising the interests of all its stakeholders.
 - To directly or indirectly take up programmes that benefit the communities in & around its work locations and results, over a period of time, in enhancing the quality of life & economic well-being of the local populace.
 - To generate, through its CSR initiatives, a community goodwill for the Company and help reinforce a positive & socially responsible image of the Company as a corporate entity.
- II) The CSR committee was constituted for implementation of CSR activities and the composition of the Committee as on 31st March 2022 is given below

Sl. No.	Name of the Director	Position	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Shri Murugavel J – Managing Director	Chairman	2	2
2.	Shri Milind Shripad Sarwate – Independent Director	Member	2	2
3.	Smt Deepa Murugavel – Non Executive Director	Member	2	2

- III) In accordance with the requirements of the CSR provisions in the Companies Act, 2013, the Company has put in place a CSR policy incorporating the requirements therein. The web-link where composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company which is also available on the Company's website at the following link:

<https://www.matrimony.com/investors/policies/Corporate-Social-Responsibility-Policy.pdf>

https://www.matrimony.com/investors/csr_projects.php

<https://www.matrimony.com/investors/committee.php>

- IV) The details of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable : Not applicable
- V) Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: Not applicable
- VI) Average net profit of the Company as per Section 135 (5): Rs.4667.47 lakhs
- VII) a) Two percent of average net profit of the company as per section 135(5): Rs. 93.35 lakhs
- b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL
- c) Amount required to be set off for the financial year, if any: NIL
- d) Total CSR obligation for the financial year (a+b- c): Rs. 93.35 lakhs

VIII) (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
93,64,000	-	-	-	-	-

(b) Details of CSR amount spent against ongoing projects for the financial year: NIL

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.	
				State	District			Name.	CSR registration number
1.	Covid 19 Relief	Disaster management, including relief, rehabilitation and reconstruction activities (Schedule VII - xii)	Yes	Tamilnadu	Chennai	50,00,000	No	CHIEF MINISTER'S PUBLIC RELIEF FUND	-
2.	Covid 19 Relief	Disaster management, including relief, rehabilitation and reconstruction activities (Schedule VII - xii).	Yes	Tamilnadu	Chennai	15,00,000	No	TAMILNADU STATE DISASTER MANAGEMENT AUTHORITY	-
3.	Health Care	Promoting health care including preventive health care and sanitation (Schedule VII - i)	Yes	Tamilnadu	Chennai	5,04,000	No	ROTARY CLUB OF CHENNAI THIRUVANMIYUR	CSR00004086
4.	Sanitation	Promoting health care including preventive health care and sanitation (Schedule VII - i)	Yes	Tamilnadu	Chennai	2,80,000	No	ROTARY CLUB OF CHENNAI THIRUVANMIYUR	CSR00004086
5	Conservation of natural resources	Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water (Schedule VII - iv)	Yes	Tamilnadu	Chennai	1,80,000	No	EXNORA INTERNATIONAL FOUNDATIONS	CSR00002245
6	Education	Promoting education (Schedule VII - ii)	Yes	Tamilnadu	Cuddalore	16,00,000	No	JSJV CHARITABLE TRUST	CSR00014831
7	Education	Promoting education (Schedule VII - ii)	Yes	Tamilnadu & Karnataka	Chennai	3,00,000	No	SEVALAYA	CSR00000863
TOTAL						93,64,000			

- d) Amount spent in Administrative Overheads: NIL
- e) Amount spent on Impact Assessment, if applicable: NIL
- f) Total amount spent for the Financial Year (VIII(b+c+d+e)): 93.64 lakhs
- g) Excess amount for set off, if any

Sl. No.	Particular	Amount (in Rs. lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	93.35
(ii)	Total amount spent for the Financial Year*	93.64
(iii)	Excess amount spent for the financial year [(ii)-(i)]*	0.29
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.29

- IX) (a) Details of Unspent CSR amount for the preceding three financial years: NIL
- (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): NIL
- X) In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details)
 - (a) Date of creation or acquisition of the capital asset(s)
Not applicable
 - (b) Amount of CSR spent for creation or acquisition of capital asset.
Not applicable
 - (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
Not applicable
 - (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).
Not applicable
- XI) Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).
Not applicable

The CSR committee hereby confirms that, the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company.

STATUTORY AUDITORS

M/s S.R. Batliboi and Associates LLP, Chartered Accountants has been serving as Statutory Auditors since the year 2012-13. As per the provisions of Section 139(2) of the Companies Act, 2013, the Company cannot appoint an audit firm as Statutory Auditor for more than two terms of five consecutive years. Since the existing term of appointment of Statutory Auditors is expiring this year, there is a requirement to appoint a new Auditor in place of existing Auditors subject of the approval of the Shareholders in the ensuing Annual General Meeting. The Board has accordingly recommended B S R & Co LLP, Chartered Accountants based on the recommendation of the Audit Committee for appointing them as Statutory Auditors of the Company subject to the approval of the Shareholders in the ensuing Annual General Meeting from the conclusion of the Twenty first Annual General Meeting to the conclusion of Twenty Sixth Annual General Meeting.

RISK MANAGEMENT

The Company has developed and adopted a Risk Management Policy. This policy identifies all perceived risk which might impact operations and on a more serious level and also threaten the existence of the Company. Risks are assessed department wise, such as financial risks, information technology related risks, legal risks etc. The management also ensures that the Company is

taking appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities. The information on the risk management is explained in detail in the Management Discussion and Analysis Report which forms part of this report.

DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The Audit Committee consists of the following members who are independent Directors

Shri S. M Sundaram

Shri. Milind Shripad Sarwate

Shri. George Zacharias

The provisions of Rule 7 of Companies (Meetings of the Board and its Powers) Rules, 2013 regarding Establishment of Vigil Mechanism are applicable to the Company. Accordingly, the Company has formulated a policy on vigil mechanism and whistle blower.

PREVENTION OF SEXUAL HARASSMENT POLICY

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder for prevention and redressal of complaints of sexual harassment at workplace. The company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the financial year 2021-22, there were 2 complaints on sexual harassment and appropriate action was taken after investigation. Necessary steps were taken to create awareness on the prevention of Sexual harassment policy.

ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is available in the website of the Company under the link https://www.matrimony.com/investors/extract_of_annual_return.php

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS

No significant and material orders were passed by the regulators, courts or tribunals impacting the going concern status and future operation of the Company.

DISCLOSURE UNDER SUB RULE 5(XI) & (XII) OF RULE 8 OF COMPANIES (ACCOUNTS) RULES, 2014

The Company has neither made any application nor any proceeding is pending under the Insolvency and Bankruptcy code, 2016 (31 of 2016) during the year. Further, the Company has neither taken any loan from the Banks or Financial institutions nor entered into any one time settlement with them.

INTERNAL CONTROL SYSTEMS

Internal control systems in the organisation are looked at as key to its effective functioning. The Internal Audit team periodically evaluates the adequacy and effectiveness of these internal controls, recommends improvements and also reviews adherence to policies based on which corrective action is taken to address gaps, if any. Revenue and capital expenditures are governed by approved budgets and the levels are defined by a delegation of authority mechanism. Review of capital expenditure is undertaken with reference to benefits expected in line with the policy for the same. Investment decisions are subject to formal detailed evaluation and approved by the relevant authority as defined in the delegation of authority mechanism. The Audit Committee reviews the plan for internal audit, significant internal audit observations and functioning of the Company's Internal Audit department on a periodic basis.

Internal Financial Control Systems with reference to the Financial Statements

The Company has a formal system of internal financial control to ensure the reliability of financial and operational information and regulatory & statutory compliances. The Company's business processes are enabled by an Enterprise-wide Resource Platform (ERP) for monitoring and reporting processes resulting in financial discipline and accountability. An independent audit has been carried out for testing Internal Financial Control system during the financial year for ascertaining the control effectiveness.

Disclosure on maintenance of Cost Record

The Company is not required to maintain the cost records under sub-section (1) of section 148 of Companies act 2013.

DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement-

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for that period;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) they have prepared the annual accounts on a going concern basis;
- (e) They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively
- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Company's activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

For and on behalf of the Board of Directors of Matrimony.com Limited

Place: Chennai
Date: May 12, 2022

Murugavel J
Chairman & Managing Director & Chairman of CSR committee

Annexure A

DISCLOSURE IN DIRECTORS' REPORT PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL), RULES, 2014

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company and percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the financial year:

Name	Ratio to Median remuneration	% increase in remuneration in the financial year
Non Executive Directors:		
Shri Milind S Sarwate	13.78:1	10.89
Shri George Zacharias	13.04:1	8.16
Shri C K Ranganathan	6.27:1	18.60
Smt Deepa Murugavel	6.77:1	14.58
Smt Akila Krishnakumar	9.47:1	-
Shri S M Sundaram#	10.09:1	441.18
Executive Directors:		
Shri Murugavel J*	125.98:1	3.03
Chief Financial Officer		
Shri Sushanth S Pai*	-	34.24
Company Secretary		
Shri Vijayanand S	-	12.08

- The median remuneration of employees of the Company was Rs.2,03,208

* The increase for Executive Directors, Chief Financial officer and Company Secretary is calculated on the difference in the cost to the company for both the years. Non Executive Directors are paid Sitting fees and commission. # Shri S M Sundaram was appointed on 11-3-2021

3. The percentage increase in the median remuneration of employees in the financial year: 4.91%
4. The number of permanent employees on the rolls of Company: 3405
5. Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

Average increase in remuneration is 8.06% for employees other than managerial personnel, after accounting for promotions and other event-based compensation revisions and 16.78% for Managerial Personnel. The KMP remuneration presented in this report shows a higher remuneration for fiscal 2022 as compared to fiscal 2021 primarily on account of the increase in perquisite value of stock incentives granted in previous years but exercised during the year. The increase in perquisite value of stock incentives exercised during the year also includes the impact of share price increase.

6. Affirmation that the remuneration is as per the remuneration policy of the Company

For and on behalf of the Board of Directors of Matrimony.com Limited

Place: Chennai
Date: May 12, 2022

Murugavel J
Chairman & Managing Director

Annexure B

Sl. No	Name	Designation	Remuneration (in lakhs)		Nature of employment	Qualifications and experience	Date of commencement of employment	Age of such employee	Last employment held before joining the Company	Percentage of equity shares held in the Company	Whether relative of any Director or Manager of the Company	
			Earnings	Perquisite								Total
1	J Murugavel#	Managing Director	255.16	0.40	255.56	Permanent	Holds Bachelor's Degree of Science in Statistics and Master's Degree in Computer applications from the University of Madras	September 5, 2001	51 yrs	Senior Programmer in Real Soft Inc, USA	50.14	Yes, Spouse of Director Smt. Deepa Murugavel
2	Sushanth S Pai#	Chief Financial Officer	94.16	29.71	123.87	Permanent	Holds Bachelor's Degree in commerce from University of Mumbai & Chartered Accountancy from ICAI. Has over 26 years of experience in Finance, Audit, Risk Management and Investor relations	December 10, 2018	46 yrs	Mindtree Limited – Associate Vice President	0.01	No
3	Himanshu Kapsime*	Vice President - Wedding Services	117.57	-	117.57	Permanent	Holds Bachelor's degree in Technology from IIT Delhi and has over 8 years of work experience.	September 20, 2021	32 Yrs	Director – Boatman Tech Private Limited	-	No
4	Arjun Bhatia	Sr. Vice President - Marketing	101.82	-	101.82	Permanent	Holds Bachelors degree in Engineering from Delhi College of Engineering and MBA from Faculty of management studies, Delhi University. Has over 20 years of experience in Marketing	January 11, 2021	42 Yrs	Head Marketing & E Commerce of Samsung India Consumer Electronics	-	No
5	Rajesh Balaji	Sr. Vice President – Human Resources	98.71	-	98.71	Permanent	Holds Bachelor's Degree in Commerce and Post graduation in Social work from Madras University. Has completed Leadership coaching from Centre for Creative leadership institute, London and Executive leadership program from Said Business School, Oxford University. Holds more than 24 years of experience in Human resources function for various industries	October 19, 2020	48 Yrs	Head HR – Retail, Landmark Group, Middle East	-	No

Sl. No	Name	Designation	Remuneration (in lakhs)	Earnings		Nature of employment	Qualifications and experience	Date of commencement of employment	Age of such employee	Last employment held before joining the Company	Percentage of equity shares held in the Company	Whether relative of any Director or Manager of the Company
				Perquisite	Total							
6.	Saichitra S	Chief Portal and Mobile Officer	96.63	-	96.63	Permanent	Holds Bachelor's degree in Computer Science and Master's degree in computer application from Bharitidasan university. She has over 20 years of experience in the field of product development and technology	Since Incorporation	45 yrs	Nil	0.40	No
7.	Manish Garg*	Vice President - Wedding services	89.39	-	89.39	Permanent	Holds Bachelor's degree in Technology from IIT Delhi and has over 10 years of work experience.	September 20, 2021	32 yrs	Director – Boatman Tech Private Limited	-	No
8.	Chandrasekar R	Chief Technology Operation and Infrastructure officer	87.54	-	87.54	Permanent	Holds Bachelor's Degree in Science and Masters degree in Computer application from Bharathidasan University. Has over 28 years of experience in the field	December 8, 2006	53 yrs	Sify Technologies Limited	0.03	No
9.	Vaitheeswaran S.	Vice President – Sales	44.23	26.41	70.64	Permanent	Holds Bachelor's Degree in Engineering from University of Madras and PGDM from Symbiosis Center for Management – Hingewadi Pune	November 7, 2013	42 yrs	Reliance Retail Limited	0.01	No
10	Kiran Vijayakumar	Vice President – Technology	70.22	-	70.22	Permanent	Holds Bachelor's degree of Technology (Computer Science & Engineering) from college of engineering, Thiruvananthapuram. Has over 20 years of experience.	July 14, 2015	46 yrs	UST Global – Director, Cloud Practice	0.01	No

Employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees ;

* Employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month;

Annexure C

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year 2021-22

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

M/s. MATRIMONY.COM LIMITED

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. MATRIMONY.COM LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of **M/s. MATRIMONY.COM LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March 2022, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. MATRIMONY.COM LIMITED** ("the Company") for the financial year ended on 31st March 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (NOT APPLICABLE)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (NOT APPLICABLE)
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (NOT APPLICABLE)
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)

Other Laws specifically applicable to this Company is as follows:

- (vi) Trade Marks Act, 1999
- (vii) Shops and Establishment Act, 1947
- (viii) The Information Technology Act, 2000

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

However, the Company has received a show cause notice no. SEBI/EAD/AA/MKG/3458/2020 dated August 18, 2020 from SEBI under Rule 4(1) of SEBI (Procedure for holding Inquiry and imposing penalties) Rules 1995 in the matter of trading by certain employees in the Scrip, "Matrimony.com Limited" during the year 2018. In the show cause notice, it was alleged that the Company has violated Regulation 7(2)(b) of SEBI (Prohibition of Insider Trading) Regulations, 2015 on three occasions. The allegations, if established makes the Company liable for monetary penalty under Section 15A(b) of SEBI Act. The Company has filed suitable reply to the above allegations. The matter is currently pending. During the year under review, no penalty is levied or prosecution initiated against the Company based on the above notice.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director. There is no change in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, which is sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that, during the audit period,

The Company has issued and allotted the following equity shares pursuant to exercise of options granted under Employee Stock Option scheme 2014

Sl No	No of equity shares of Rs. 5 each/-	Date of allotment
1	1,250	11-05-2021
2	13,375	11-08-2021
3	4,900	20-10-2021
4	2,818	09-02-2022
5	4,813	04-03-2022

Place: Chennai
Date : 06.05.2022

For V Suresh Associates
Practising Company Secretaries

V Suresh
FCS No. 2969
C.P.No. 6032
Peer Review Cert No 667/2020
UDIN: F002969D000299056

Annexure to Secretarial Audit Report

To,
The Members
MATRIMONY.COM LIMITED

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai
Date : 06.05.2022

For V Suresh Associates
Practising Company Secretaries

V Suresh
FCS No. 2969
C.P.No. 6032
Peer Review Cert No 667/2020
UDIN: F002969D000299056

Annexure D

FORM AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries & associate company

S. No	Name of the Company	Reporting Currency	Exchange Rate	Share Capital	Reserves & Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit/(Loss) before Taxation	Provision for Taxation	Profit / (Loss) after Taxation	Proposed Dividend	% of Share holding	Country
1.	Sys India Private Limited	INR	-	1,00,000	14,16,342	29,20,418	14,04,076	-	20,54,613	7,39,374	1,86,086	5,53,288	-	100%	India
2.	Consim Info USA Inc	USD	-	1,000	2,82,186	11,59,599	8,76,413	-	34,269	5,333	2,117	3,216	-	100%	USA
3.	Matrimony DMCC	AED	-	50,000	3,39,403	11,49,838	7,60,435	-	32,78,290	14,49,244	-	14,49,244	-	100%	UAE
4.	Bangladeshi Matrimony Private Limited	BDT	-	97,850	(60,52,965)	22,45,605	82,00,720	-	13,47,426	(60,52,965)	-	(60,52,965)	-	100%	Bangladesh
5.	Boatman Tech Private Limited	INR	-	1,66,920	(3,70,10,558)	87,14,044	4,55,57,682	-	2,03,69,920	(2,71,75,263)	1,92,652	(2,73,67,915)	-	100%	India
6.	Astro Vision Futuretech Private Limited	INR	-	1,28,070	(41,60,832)	4,77,16,438	5,17,49,200	-	12,58,99,281	(3,54,65,208)	(52,04,625)	(3,02,60,583)	-	26.09%	India

Annexure E

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms-length transaction under third proviso thereto.

- Details of contracts or arrangements or transactions not at Arm's length basis.

Matrimony.com Limited has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2021-22.

- Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	Sys India Private Limited & Wholly Owned Subsidiary Company
2.	Nature of contracts/arrangements/transaction	1. Availing of advertising agency services for advertising in print media and vernacular websites of online media. 2. Hiring of employees for its operation
3.	Duration of the contracts/arrangements/transaction	3 years, 01-June-2019 to 31-May-2022
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	Maximum of Rs.14 Crores per annum
5.	Date of approval by the Board	09/05/2019 & 12/05/2022
6.	Amount paid as advances, if any	NIL

SL. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	Consim Info USA Inc & Wholly Owned Subsidiary Company
2.	Nature of contracts/arrangements/transaction	1. Agency services in USA for match making business 2. Providing of services including customer support, online marketing, accounting, finance, record keeping, tax, audit support, legal, information systems and other corporate services.
3.	Duration of the contracts/arrangements/transaction	3 years, 01-Apr-2021 to 31-Mar-2024
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	Maximum of Rs. 50 Crores per annum
5.	Date of approval by the Board	30/03/2021
6.	Amount paid as advances, if any	NIL

SL. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	Matrimony DMCC, Dubai & Wholly Owned Subsidiary Company
2.	Nature of contracts/arrangements/transaction	1. Granting of License to operate the Company's Match making business in GCC countries. 2. Providing of services including customer support, online marketing, accounting, finance, record keeping, tax, audit support, legal, information systems and other corporate services.
3.	Duration of the contracts/arrangements/transaction	Effective from 02-Jan-2019 to 31-Mar-2022
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	Maximum of Rs. 6 Crores
5.	Date of approval by the Board	12/02/2019
6.	Amount paid as advances, if any	NIL

SL. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	Astro-Vision Futuretech Private Limited & Associate Company
2.	Nature of contracts/arrangements/transaction	Astrology services
3.	Duration of the contracts/arrangements/transaction	Effective from 01-Jan-2022 to 31-Dec-2024.
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	Maximum of upto Rs. 25 lakhs
5.	Date of approval by the Board	11/11/2021
6.	Amount paid as advances, if any	NIL

SL. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	Bangladeshi Matrimony Private Limited & Wholly Owned Subsidiary
2.	Nature of contracts/arrangements/transaction	1. Granting of License to operate the Company's Match making business in Bangladesh. 2. Providing of services including customer support, online marketing, accounting, finance, record keeping, tax, audit support, legal, information systems and other corporate services
3.	Duration of the contracts/arrangements/transaction	Effective from 08-September-2021 to 31-March-2024.
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	Maximum of upto Rs. 2 Crores
5.	Date of approval by the Board	11/11/2021
6.	Amount paid as advances, if any	NIL

SL. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	Boatman Tech Private Limited & Wholly Owned Subsidiary
2.	Nature of contracts/arrangements/transaction	Rendering services by deputing employees of the parent company for its operation
3.	Duration of the contracts/arrangements/transaction	Effective from 20-Sep-2021 to 19-Sep-2022.
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	Maximum of upto Rs. 2.5 Crore
5.	Date of approval by the Board	11/11/2021
6.	Amount paid as advances, if any	NIL

Annexure F

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Schedule V(C) of SEBI (LODR) Regulations, 2015)

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Matrimony.com is committed to maintaining high standards of corporate governance, protecting customers', shareholders' and other Stakeholders' interests. In line with this philosophy, Matrimony.com Limited believes that sound governance policies and practices are necessary for establishing a proper environment for achievement of our key objectives. Our corporate governance practice includes honesty, trust, integrity and openness in all our dealings with customers, business partners and our own associates. The Code of Conduct is communicated and enforced by our management to ensure a safe, ethical and wholesome environment. Our policies and practices are based on values like fairness, transparency and simplicity.

The following is a report on the status and progress on major aspects of corporate governance for the year ended 31st March 2022.

1. BOARD OF DIRECTORS

The Directors of the Company possess highest personal and professional ethics, integrity and values and are committed to representing the long-term interests of the Stakeholders. The basic responsibility of the Board is to provide effective governance over the Company's affairs exercising its reasonable business judgment on behalf of the Company.

The Board has an optimum combination of Executive, Non-Executive and Independent Directors including women Directors, which ensures proper governance and management. The Chairman of the Board is the Promoter & Managing Director. As at 31st March 2022, the Board of Directors comprises of seven Directors and the composition of the Company's Board of Directors is in conformity with the prescribed code of corporate governance by the Stock Exchanges. As required by the Code of Corporate Governance, not less than 50% of the Board of Directors consists of Independent Directors. The Company has got two women Directors of which one Director is independent. There is no pecuniary relationship or transaction of the Non-Executive Directors vis-à-vis the Company. None of the Directors of the Company has attained the age of seventy-five years as on 31st March 2022. The directorships held by the directors are within the limits prescribed under Section 165 of the Companies Act, 2013. None of the Directors is related to each other except Shri. Murugavel Janakiraman and Smt. Deepa Murugavel.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("SEBI LODR") read with Section 149(6) of the Companies Act, 2013 along with rules framed thereunder. The composition of the independent directors is in conformity with the statutory requirements. In compliance with Regulation 17A of SEBI LODR, none of the Independent Directors serve as Independent Directors in more than seven (7) listed companies and no Independent Director is serving as whole-time director in any listed company. In terms of Regulation 25(8) of SEBI LODR, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI LODR and that they are independent of the management.

As mandated under Regulation 26(1) of the SEBI LODR, none of the Directors is a member in more than ten Committees nor is any of them a Chairperson of more than five committees across all public limited entities in which they are directors.

The Company is managed by the Chairman & Managing Director (CMD) assisted by the management team during the year ended 31st March 2022.

The Board reviews and approves strategy and oversees the performance to ensure that the long term objective of enhancing Stakeholders' value is achieved.

a) Composition of the Board as on 31st March 2022

Sl. No.	Name of the Director	DIN	Category
1.	Shri Murugavel Janakiraman	00605009	Promoter Chairman / Managing Director
2.	Smt Deepa Murugavel	00725522	Non-Executive Woman Director
3.	Shri George Zacharias	00162570	Non-Executive Independent Director
4.	Shri Milind Shripad Sarwate	00109854	Non-Executive Independent Director
5.	Shri Chinni Krishnan Ranganathan	00550501	Non-Executive Independent Director
6.	Smt Akila Krishnakumar	06629992	Non-Executive Woman Independent Director
7.	Shri S.M.Sundaram	02137377	Non-Executive Independent Director

b) The number of Boards or Board Committees in which the Director is a Member or Chairperson as on 31st March 2022 are given below:

Name of the Director	Number of Directorships in public Companies*	Committee Position**	
		Chairperson	Member
Shri Murugavel Janakiraman	2	-	1
Smt Deepa Murugavel	1	1	1
Shri George Zacharias	2	-	2
Shri Milind Shripad Sarwate	10	4	10
Shri Chinni Krishnan Ranganathan	2	-	-
Smt Akila Krishnakumar	4	-	1
Shri S.M.Sundaram	1	1	2

* Public Limited Companies, including Matrimony.com Limited and excludes directorships held on the boards of private companies which is not a subsidiary of Public Company, Section 8 companies and companies incorporated outside India.

** Audit Committee and Stakeholders' Relationship Committee of Public Limited Companies, including Matrimony.com Limited. Committee membership(s) and Chairmanship(s) are counted separately.

Listed entities in which the directors hold position as director other than the Company and category of directorship as on 31st March 2022:

Name of the Director	Name of the company	Category of directorship
Shri Milind Shripad Sarwate	Mahindra & Mahindra Financial Services Limited	Independent Director
	Sequent Scientific Limited	Independent Director
	Metropolis Healthcare Limited	Independent Director
	Asian Paints Limited	Independent Director
	FSN E- Commerce Ventures Limited	Independent Director
Shri George Zacharias	Subex Limited	Independent Director
Shri Chinnikrishnan Ranganathan	NIL	NIL
Shri Murugavel Janakiraman	NIL	NIL
Smt. Deepa Murugavel	NIL	NIL
Smt. Akila Krishnakumar	IndusInd Bank Ltd	Independent Director
	Hitachi Energy (Ltd) formerly ABB Power Products and Systems India Ltd	Independent Director
Shri.S M Sundaram	NIL	NIL

c) Meetings and Attendance

The Board met seven times during the year on, 11th May, 2021, 07th July, 2021, 12th August 2021, 11th November 2021, 10th February 2022, 04th March 2022 and 31st March 2022. Details of attendance of each Director at the Board Meetings held during the year and at the last Annual General Meeting (AGM) of the Company are as follows

Name of the Director	Attendance	
	Board Meetings	Last AGM
Shri Murugavel Janakiraman	7	Yes
Smt Deepa Murugavel	7	Yes
Shri George Zacharias	7	Yes
Shri Milind Shripad Sarwate	7	Yes
Shri Chinni Krishnan Ranganathan	7	Yes
Smt Akila Krishnakumar	7	Yes
Shri S M Sundaram	7	Yes

d) The details of the shares held by the Directors of the Company as at 31st March 2022 including the non-executive Directors are as follows:

Name of the Director	No. of Shares Held	Percentage to Capital
Shri Murugavel Janakiraman	1,14,81,016*	50.14%
Smt Deepa Murugavel	4,007	0.02%
Shri George Zacharias	30,387	0.13%
Shri Milind Shripad Sarwate	5,324	0.02%
Shri Chinni Krishnan Ranganathan	-	-
Smt Akila Krishnakumar	-	-
Shri S.M Sundaram	-	-
Total	1,15,20,734	50.31%

* Included 12 shares held on behalf of Shareholders holding fractional shares on consolidation of shares from Rs.3 to Rs.5/- on 5th August 2015.

e) Details of familiarisation programme for Independent Directors:

The details of the familiarisation programme for Independent Directors are available at the Company's website, at the following link at <https://www.matrimony.com/investors/policies/familiarisation-program-for-independent-directors.pdf>

f) A chart or a matrix setting out the skills/expertise/competence of the board of directors is given below

1. Governance Skills

Skill Area	Description	Assessment of Board
Strategy	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of the strategic objectives of the Company's relevant policies and priorities.	Available with all the Board of Directors
Finance	Qualifications and experience in accounting and/or finance and the ability to: <ul style="list-style-type: none"> analyse key financial statements; oversee financial reporting process critically assess financial viability and performance; contribute to strategic financial planning; oversee budgets and the efficient use of resources; oversee funding arrangements and accountability. evaluation of internal financial controls and risk management systems 	All the Board of Directors have knowledge, experience and ability to analyse key financial statements. The following Directors have all other skills/expertise in Finance Function Shri. Milind Shripad Sarwate Shri. S.M Sundaram Shri. George Zacharias Shri. Chinni Krishnan Ranganathan Shri. Murugavel Janakiraman Smt. Akila Krishnakumar

Skill Area	Description	Assessment of Board
Risk	Ability to identify key risks to the organisation in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems	Available with the following Board of Directors Shri. Milind Shripad Sarwate Shri. George Zacharias Shri. Chinni Krishnan Ranganathan Shri. Murugavel Janakiraman Smt. Akila Krishnakumar Shri. S.M. Sundaram
IT	Knowledge and experience in the strategic use and governance of information management and information technology within the organisation.	Available with the following Board of Directors Shri. Milind Shripad Sarwate Shri. George Zacharias Shri. Chinni Krishnan Ranganathan Shri. Murugavel Janakiraman Smt. Akila Krishnakumar Shri. S.M. Sundaram
Human Resource Management	Experience at an executive level including the ability to: <ul style="list-style-type: none"> ➤ Appoint and evaluate the performance of the CXO and senior management; ➤ Oversee strategic human resource management including workforce planning, ➤ Employee and industrial relations; and ➤ Oversee large scale organisational change. 	Available with the following Board of Directors Shri. Milind Shripad Sarwate Shri. George Zacharias Shri. Chinni Krishnan Ranganathan Shri. Murugavel Janakiraman Smt. Akila Krishnakumar

2. Industry Skills (Internet & Technology)

Skill Area	Description	Assessment of Board
Technology Innovation	Understanding the current drivers of innovation in the internet technologies and specifically in the Artificial Intelligence, Data analytics etc	Shri. Murugavel Janakiraman, Shri. George Zacharias and Smt. Akila Krishnakumar have direct and long term experience in the technology industry.
Consumer Behaviour	Understanding the trends in consumer behavior	Available with all the board of Directors
Industry connect	Network with relevant industry organisations and consumer or business groups including regulators, and the ability to effectively engage and communicate with those stakeholders	All Board members have extensive experience in transferrable skill areas such as networking with industry leaders.
Marketing	Knowledge of and experience in online & offline marketing strategies	Shri. Murugavel Janakiraman, Shri. C.K Ranganathan and Shri. George Zacharias have good knowledge and experience in marketing strategy. Need further enhancement on Marketing strategy skills

2. AUDIT COMMITTEE

The Company has a qualified and independent Audit Committee with all its Members being Non-Executive & Independent Directors, to oversee the accounting and financial governance of the Company. The Chairperson of the Committee is an Independent Director.

a) Composition

The Audit Committee of the Board comprises of the following Directors:

Sl. No.	Name of the Director	No. of Meetings attended
1.	Shri S M Sundaram – Chairman	6
2.	Shri Milind Shripad Sarwate	6
3	Shri George Zacharias	6

During the year, the Committee met six times, viz 11th May 2021, 7th July 2021, 11th August 2021, 10th November 2021, 9th February 2022 and 31st March 2022

The Senior Management team of the Company comprising of the Managing Director, Chief Financial Officer, Chief Human Resources Officer and Chief Technology & Infrastructure Officer, the Statutory Auditor and the Internal Auditor are invited to attend the Meetings of the Committee, as invitees. The Company Secretary is the Secretary to the Committee.

All the members of the Audit Committee are Independent Directors. Hence the composition complies with stipulation in Regulation 18(1) (b) of SEBI LODR.

b) Brief description of terms of reference

The terms of reference of the Committee, which are in line with the requirements of the Part C of Schedule II of SEBI LODR and the provisions of Section 177 of the Companies Act, 2013, include the following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- Evaluation of internal financial controls and risk management systems;
- Reviewing the adequacy of internal audit function;
- Reviewing the functioning of the Whistle Blower mechanism;

In addition, the Audit Committee would discharge the roles and responsibilities as prescribed by the SEBI LODR and Companies Act, 2013.

c) The Committee has not been reconstituted during the year.

3. NOMINATION AND REMUNERATION COMMITTEE

a) Composition

The Nomination and Remuneration Committee discharges the functions as envisaged by the Companies Act, 2013 and the SEBI LODR.

The Nomination and Remuneration Committee of the Board comprises of the following Non-Executive Directors:

Sl. No.	Name of the Director	No. of Meetings attended
1.	Shri Milind Shripad Sarwate - Chairman	5
2.	Shri George Zacharias	5
3	Smt Akila Krishnakumar	5

During the year, the Committee met five times, viz., 11th May 2021, 11th August 2021, 20th October 2021, 9th February 2022 and 04th March 2022.

b) Brief description of terms of reference

The terms of reference include the following:

1. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal.
2. To carry out evaluation of every director's performance.
3. To formulate the criteria for determining qualifications, positive attributes and independence of a director, and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
4. To formulate the criteria for evaluation of Independent Directors and the Board.
5. To devise a policy on Board diversity.
6. To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria.

7. To administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Scheme including:
 - the quantum of options to be granted under Employees' Stock Option Scheme per employee and in aggregate;
 - the conditions under which option vested in employees may lapse in case of termination of employment for misconduct;
 - the exercise period within which the employee should exercise the option, and that the option would lapse on failure to exercise the option within the exercise period;
 - the specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee;
 - the right of an employee to exercise all options vested in him at one time or at various points of time within the exercise period;
 - the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions, such as rights issues, bonus issues, merger, sale of division and others;
 - the granting, vesting and exercising of options in case of employees who are on long leave; and
 - the procedure for cashless exercise of options.
 8. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
 9. To perform such other functions as may be necessary or appropriate for the performance of its duties.
- c) Nomination and Remuneration Policy

The Nomination and Remuneration Policy is to ensure that the level and composition of remuneration is reasonable, the relationship of remuneration to performance is clear and appropriate to the long term goals of the Company. The said Policy is available in the Company's website at the following link <https://www.matrimony.com/investors/policies/Remuneration-Policy.pdf>

The Nomination and Remuneration Committee has laid down evaluation criteria for performance evaluation of Independent Directors, which will be based on attendance, expertise and contribution brought in by the Independent Director at the Board and Committee Meetings, which shall be taken into account at the time of re-appointment of Independent Director.

4. REMUNERATION TO THE DIRECTORS

The details of remuneration paid to Directors are given below,

(i) Remuneration to Non-Executive Directors during the Financial Year 2021-22:

The Non-Executive Directors are eligible for the following sitting fees per meeting

Particulars	(Rs.)
Board Meeting, Audit Committee Meeting & Nomination & Remuneration Committee Meeting	1,00,000
Corporate Social Responsibility Committee meeting, Risk Management Committee meeting and the Meeting of Independent Directors	75,000
Stakeholders Relationship Committee meeting & Share Allotment Committee meeting	25,000

The shareholders at the annual general meeting held on 7th August 2019 have approved payment of commission to Non-Executive Directors of upto 1% net profits calculated as per the provisions of Companies Act, 2013. The Board of Directors at their meeting held on 12th May 2022 have approved a fixed commission of Rs. 5,00,000 to each of the non-executive Directors for the year ended 31st March 2022.

Details of Sitting Fees and commission paid to Non-Executive Directors during the financial year 2021-22 are as follows:

Name of the Director	Board Meeting (Rs.)	Committee Meeting# (Rs.)	Commission* (Rs.)	Total (Rs.)
Shri Milind Shripad Sarwate	7,00,000	16,00,000	5,00,000	28,00,000
Shri George Zacharias	7,00,000	14,50,000	5,00,000	26,50,000
Shri Chinni Krishnan Ranganathan	7,00,000	75,000	5,00,000	12,75,000
Smt Deepa Murugavel	7,00,000	1,75,000	5,00,000	13,75,000
Smt Akila Krishnakumar	7,00,000	7,25,000	5,00,000	19,25,000
Shri S M Sundaram	7,00,000	8,50,000	5,00,000	20,50,000

Includes fee of Rs.75,000 for the meeting of Independent Directors.

* The commission shall be paid during the financial year 2022-23 after approval of financial statements. But the same has been included in the remuneration paid to the non-executive Directors since it is provided in the financial statements

(ii) Remuneration to Managing Director during the Financial Year 2021-22:

The remuneration of Shri Murugavel Janakiraman, Managing Director is governed by the resolution passed by the Board of Directors and shareholders at the Annual General Meeting held on 11th May 2021 & August 11, 2021 respectively for a period of three years with effect from 1st April 2021 with a basic salary of Rs. 200 lakhs in the grade of 200 lakhs to 300 lakhs and a variable performance pay upto 100% of the basic salary on fulfilling the performance criteria laid down by the Nomination committee and the Board of Directors apart from other benefits. His fixed remuneration is Rs. 195.56 lakhs and other remuneration including variable performance pay comes to Rs. 60 lakhs. His total remuneration for the year amounted to Rs. 255.56 lakhs.

(iii) Stock options to Non-Executive Director

During the year under review, the Board of Directors has not granted stock options to any Non-Executive Director.

(iv) Pecuniary relationship / transactions of Non-Executive Directors:

There are no pecuniary relationship/transactions with the Non-Executive Directors except payment of sitting fees, commission and reimbursement of travel expenses for attending Board & Committee Meetings. Please refer Note No. 38 - Related Party Transactions – to the Standalone Financial Statement.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Company attaches highest importance to investor relations. The Committee discharge the functions as envisaged by the Companies Act, 2013 and the SEBI LODR, 2015 to focus on the prompt and effective redressal of the Shareholders' grievances and strengthening of Investor Relations.

a) Composition

The Stakeholders' Relationship Committee of the Board comprises of the following Directors:

Sl. No.	Name of the Director	No. of Meetings attended
1.	Smt Deepa Murugavel - Chairman	1
2.	Shri Murugavel Janakiraman	1
3	Shri S.M Sundaram	1

During the year the Committee met once on 04th March 2022.

b) Brief description of terms of reference

The Committee's main focus is on the basic rights of the shareholders including transmission / transposition of shares, issue of duplicate/split certificates, sub division/consolidation of shares, consolidation of folios, dematerialization/rematerialization of shares, change of address, non receipt of the dividend, non receipt of the share certificates and such other issues relating to investor relations.

c) Status of Shareholders' Grievances

The Stakeholders Relationship Committee and the Board reviews the status of shareholders' grievances received by the Company together with the status of their redressal at every meeting.

During the year, the Company has not received any complaint during the year. There are no pending complaints as on 31st March 2022.

d) Name and designation of Compliance Officer

Shri Vijayanand Sankar, Company Secretary is the Compliance Officer as per Regulation 6 of SEBI (LODR) Regulations, 2015.

e) The Committee has not been reconstituted during the year.**6. OTHER COMMITTEES OF THE BOARD OF DIRECTORS****i) SHARE ALLOTMENT COMMITTEE****a) Composition:**

The Board of Directors has constituted a Share Allotment Committee with the following Members:

Sl. No.	Name of the Director	No. of Meetings attended
1.	Shri. Murugavel Janakiraman - Chairman	5
2.	Shri Milind Shripad Sarwate	5
3	Shri George Zacharias	5

During the year the Committee met five times viz., 11th May 2021, 11th August 2021, 20th October 2021, 09th February 2022 and 04th March 2022 for allotting shares to employees pursuant to exercise of Employee Stock Option Scheme.

b) Brief description of terms of reference

The scope of the Committee includes matters pertaining to the issue, offer, allotment and cancellation of securities including ESOP/Equity/Preference shares/ instruments convertible into Equity Shares, whether optionally or otherwise. The meetings of the Committee are held based on the requirements for the business to be transacted.

c) The Committee has not been reconstituted during the year.**ii) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE****a) Composition**

The Board of Directors, had constituted Corporate Social Responsibility Committee with the following Members:

Sl. No.	Name of the Director	No. of Meetings attended
1.	Shri Murugavel Janakiraman - Chairman	2
2.	Smt Deepa Murugavel	2
3	Shri Milind Shripad Sarwate	2

During the year, the Committee met twice on 11th May 2021 and 11th August 2021.

b) Brief description of terms of reference

The scope of the Committee includes the following

- To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
- To monitor the CSR policy of the Company from time to time;
- Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

c) The Committee has not been reconstituted during the year.

iii) RISK MANAGEMENT COMMITTEE**a) Composition**

The Board of Directors has constituted a Risk and Governance Committee in the year 2015 which was renamed as Risk Management Committee with the following Members. Pursuant to amendment to SEBI LODR, Risk Management Committee was made mandatory for top 1000 listed Companies and hence it was applicable to the Company.

Sl. No.	Name of the Director	No. of Meetings attended
1.	Shri George Zacharias - Chairman	2
2.	Shri Milind Shripad Sarwate	2
3.	Smt Akila Krishnakumar	2
4.	Shri. S.M.Sundaram	2
5.	Shri Murugavel Janakiraman	2

The management Committee members are as follows

Sl. No.	Name of the Director	Designation
1.	Shri Sushanth S Pai	Chief Financial Officer
2.	Shri R Chandrasekar	Chief Technology Officer
3	Shri Rajesh Balaji	Sr. Vice President – Human Resources

During the year the Committee met twice on 10th November 2021 & 31st March 2022.

b) Brief description of terms of reference

The scope of the Committee includes the following

- To review, and, as applicable, approve the Company's risk governance framework, risk assessment and risk management practices, and the guidelines, policies and processes for risk assessment and risk management;
- To review, and, as applicable, approve the Company's risk appetite and key risk policies on the establishment of risk limits, as well as the guidelines, policies and processes for monitoring and mitigating such risks;
- To ensure that the Company is taking the appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities;
- To evaluate significant risk exposures of the Company and assess management's actions to mitigate the exposures in a timely manner (including one-off initiatives, and ongoing activities such as business continuity planning and disaster recovery planning);
- To review the status of regulatory reviews relating to the Company;
- To review the independence, authority and effectiveness of the risk management function, including staffing level and staff qualifications

7. MEETING OF INDEPENDENT DIRECTORS

The Independent Directors of the Company had met during the year on 04th March 2022 to review the performance of non - Independent Directors and the Board as a whole, review the performance of the Chairperson of the Company and assess the quality, quantity and timeliness of flow of information between the Company management and the Board.

8. GENERAL BODY MEETINGS**(i) The following are the details of Date, Location and Time of the General Meetings held during last three financial years:**

Date	Meeting	Location	Time
12 th August 2021	AGM	Meeting conducted through other Audio Visual means	10 A.M
6 th August 2020	AGM	Meeting conducted through other Audio Visual means	10 A.M
7 th August 2019	AGM	Narada Gana Sabha, Mini Hall, No.314, T.T.K Road, Alwarpet, Chennai – 600018	10 A.M

(ii) Details of Special Resolutions passed in the previous three Annual General Meetings:

Date of the AGM	Subject Matter of the Special Resolution
7 th August 2019	To approve increasing the Foreign Institutional Investors ("FII") / Foreign Portfolio Investor ("FPI") / Non Resident Indian ("NRI") shareholding limit in the paid-up share capital of the Company
7 th August 2019	To extend the benefits and coverage of the Matrimony Employee Stock Option Scheme 2014" (the "ESOS 2014") to the employees of the Holding/Subsidiary Companies of the Company

(iii) Postal Ballot

No resolutions were passed through postal ballot during the year 2021-22.

(iv) Person who conducted the postal ballot exercise:

Not applicable

(v) Whether any special resolution is proposed to be conducted through postal ballot

The Board of Directors at their meeting held on March 31, 2022 had approved the following special resolution to be passed through postal ballot.

Approval for sale of land acquired through the proceeds of fresh issue of Initial Public Offering (IPO) and consequent alteration of one of the objects of IPO of the equity shares of Rs. 5/- each of the Company for which amounts were raised

E-voting opened between April 9, 2022 to May 8, 2022 and the resolution passed with requisite majority.

Postal Ballot exercise was conducted by Shri V. Suresh, Practising Company Secretary having his office at No.28, 1st Floor, Ganapathy Colony, 3rd Street, Teynampet, Chennai – 600018

(vi) Procedure for postal ballot:

Not applicable. However, following procedure was followed in respect of the postal ballot exercise completed between April 9, 2022 to May 8, 2022. In compliance with Schedule V Part C of the Listing Regulations and Section 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related rules, the Company provides electronic voting facility to all its members, to enable them to cast their votes electronically. The Company engages the services of M/s KFin Technologies Ltd for the purpose of providing e-voting facility to all its members. The members have the option to vote either by physical ballot or e-voting.

By virtue of circulars issued by Ministry of Corporate Affairs, New Delhi and Securities Exchange Board of India, the manner of voting on the postal ballot resolution is restricted to voting only through remote e-voting. The Company dispatches the postal ballot notices to its members whose names appear on register of members/list of beneficiaries as on a cut-off date. The postal ballot notice is sent to members in electronic form to the e-mail addresses registered with their depository participant (in case of electronic shareholding)/ the Company's registrar and share transfer agents (In case of physical shareholding). The Company also publishes a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable Rules.

Voting rights are reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date. Members desiring to exercise their vote by electronic mode are requested to vote before close of business hours on the last date of e-voting.

The scrutinizer submits his report to the Chairman, after the completion of scrutiny, and the consolidated results of the voting by postal ballot are then announced by the Chairman/authorized officer. The results are also displayed on the website of the Company www.matrimony.com besides being communicated to the stock exchanges. The last date of e-voting is deemed to be the date of passing of the resolution.

9. MEANS OF COMMUNICATION

The quarterly, half yearly and annual financial results of the Company are published in English in Financial Express (All Editions) and in Makkal Kural. The results were also displayed on the Company's website www.matrimony.com. Press Releases made by the Company and transcripts of the investor calls from time to time are also displayed on the Company's website.

10. GENERAL SHAREHOLDER INFORMATION

a) Details of the forthcoming Annual General Meeting

1.	Date	12 th August 2022
2.	Day	Friday
3.	Time	3:00 PM
4.	Venue	Through Other Audio Visual means pursuant to circular no 2/2022 dated May 5, 2022 issued by The Ministry of Corporate affairs, New Delhi which permitted companies to conduct the general meetings through other Audio Visual means (OAVM) upto December 31, 2022

b) Financial Calendar for 2022-23 (tentative)

The Financial year of the Company is April - March of every year and the tentative details of the financial calendar for the year 2022-23 are as under:

Financial Results for the Quarter ending 30 th June 2022	Between 15 th July & 14 th August 2022
Financial Results for the Quarter ending 30 th September 2022	Between 15 th October & 14 th November 2022
Financial Results for the Quarter ending 31 st December 2022	Between 15 th January & 14 th February 2023
Financial Results for the year ending 31 st March 2023	Between 1 st May & 30 th May 2023
Annual General Meeting of the Company, for the year ending 31 st March 2023	July / August 2023

c) Dividend payment date

On or after August 12, 2022 (within the statutory time limit of 30 days) subject to shareholders' approval at the Annual General Meeting

d) Listing on Stock Exchanges

The equity shares of the Company are listed on the following Stock Exchanges with the stock codes as indicated against each Stock Exchange:

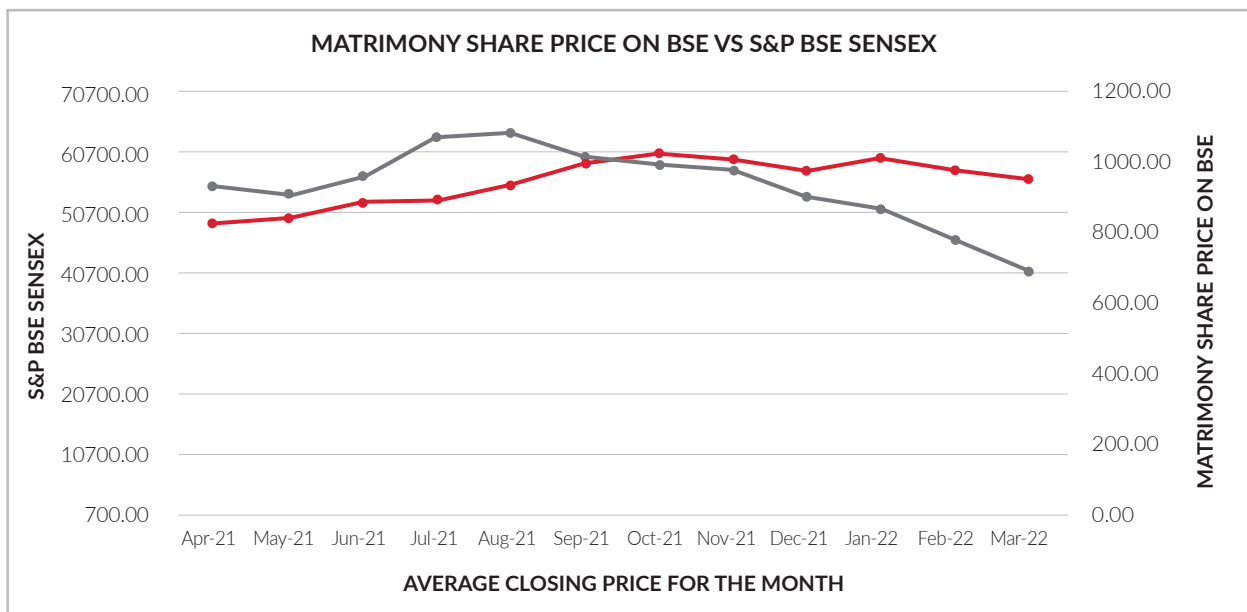
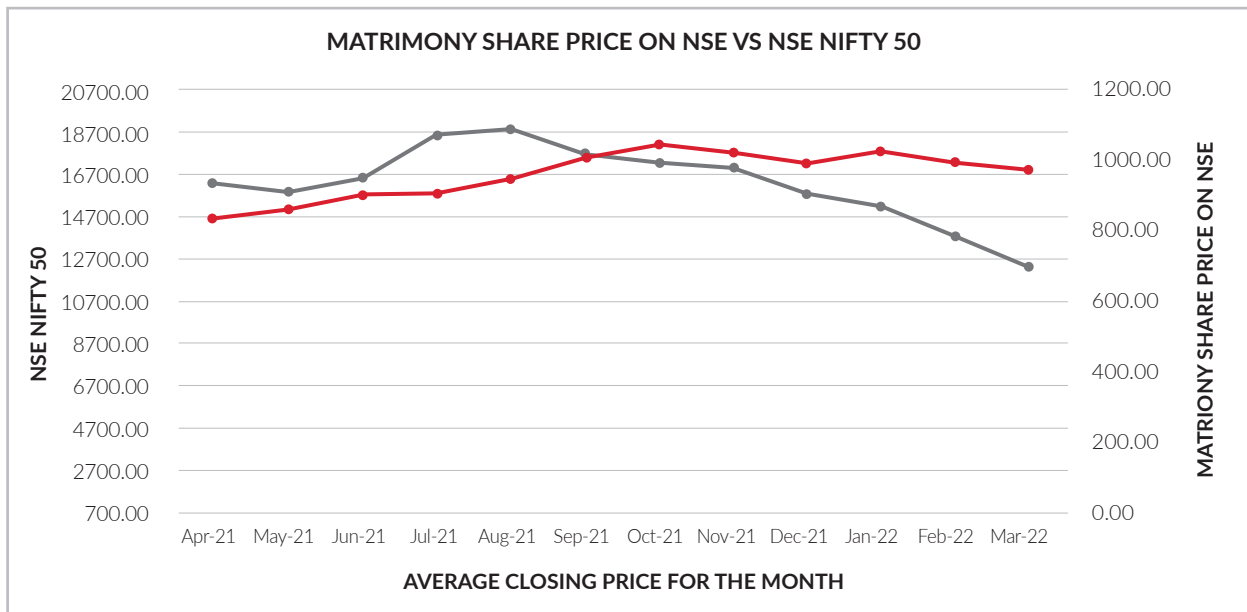
Name of the Stock Exchange	Address	Stock Code
BSE Limited	Phiroze Jhejeebhoy Towers, Dalal Street, Mumbai - 400 001	540704
National Stock Exchange of India Limited	Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai - 400 051.	MATRIMONY

In line with the provisions of the Listing Agreement with the Stock Exchanges, the listing fees for the financial year 2021-22 have been paid to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

e) Details of the Share price movements in the National Stock Exchange of India Ltd. and BSE Ltd.

Month	BSE Share Price (Rs.)		NSE Share Price (Rs.)	
	High	Low	High	Low
Apr-21	1069.95	835.00	1067.15	835.00
May-21	999.00	843.00	990.70	842.35
Jun-21	1056.85	875.95	1060.00	877.00
Jul-21	1219.00	946.00	1215.00	945.00
Aug-21	1193.00	966.05	1194.70	977.90
Sep-21	1060.00	960.00	1063.00	956.00
Oct-21	1050.65	931.80	1052.00	925.20
Nov-21	1081.95	889.55	1085.00	887.35
Dec-21	980.00	829.00	981.90	831.00
Jan-22	949.00	788.00	934.90	786.60
Feb-22	853.50	705.05	855.00	703.50
Mar-22	748.95	660.35	738.00	661.00

f) Relative Performance of Matrimony.com Limited's (Matrimony) Share Price in comparison with BSE sensex and NSE Nifty



g) Registrar and Share Transfer Agent

M/s. KFin Technologies Limited, Hyderabad is the Registrar and Share Transfer Agent (RTA) for handling the physical and electronic registry work. The Shareholders are requested to address their share related requests / queries to the RTA at the following address:

M/s. KFin Technologies Limited

Unit: Matrimony.com Limited

Selenium Tower B Plot No 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad – 500032

Telangana

h) Share Transfer System

The requests for transmissions, transposition etc., are received by the Company or by the Registrar and Share Transfer Agent. In respect of shares, which are traded in the dematerialised form, the transfers are processed and approved in electronic form by NSDL/CDSL through their depository participants.

The transmissions, transposition, etc., are processed based on number of requests received and keeping in view the prescribed timeline. The shares lodged for transmission/ transposition are registered as per the requirement of the SEBI LODR, if the documents are complete in all respects. Shares requested for dematerialisation are generally confirmed within 21 days.

To ensure swift processing of the transmissions, transposition etc., the Board of Directors have delegated necessary powers to the Stakeholders' Relationship Committee.

The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of the SEBI LODR, 2015 and files a copy of the said certificate with Stock Exchanges.

i) Shareholding Pattern and the Distribution of Shareholding as at 31st March 2022:

Category of Shareholder	Number of Shareholders	Total Shares	Of this, Shares in demat form	Percentage of holding to total shares
(A) Promoters and Promoter Group				
Individuals / Hindu Undivided Family	3	1,14,85,024	1,14,85,024	50.16%
Bodies Corporate	-	-	-	-
Trusts	-	-	-	-
Promoter shareholding (A)	3	1,14,85,024	1,14,85,024	50.16%
(B) Non-Promoters Institutional Investors				
Mutual Funds / UTI	3	19,44,918	19,44,918	8.49%
Financial Institutions / Banks	-	-	-	-
Insurance Companies	-	-	-	-
Alternative Investment Funds	8	13,65,540	13,65,540	5.96%
Foreign Institutional Investors	-	-	-	-
Foreign Portfolio Investor (Corporate)	22	57,97,345	57,97,345	25.32%
Foreign Venture Capital Investors	-	-	-	-
Sub Total	33	91,07,803	91,07,803	39.77%
General Public	16,646	14,79,079	14,79,077	6.46%
NBFC	-	-	-	-
Bodies Corporate	205	4,67,683	4,67,683	2.04%
Others including HUF, NRIs, Trusts, Foreign Nationals, Clearing Members, Directors relatives, ESOP & employees etc	944	3,59,123	3,57,323	1.57%
Sub Total	17,795	23,05,885	23,04,083	10.07%
Non-Promoters shareholding (B)	17,828	1,14,13,688	1,14,11,886	49.84%
Total Shareholding (A)+(B)	17,831	2,28,98,712	2,28,96,910	100.00%

j) The Distribution of Shareholding of the Company as at 31st March 2022 is as follows:

No of equity shares held	No of shareholders	% of total	No of Shares	% of total
1-5,000	17,757	99.57	12,92,811	5.65
5,000-30,000	42	0.24	4,26,959	1.86
30,001-40,000	7	0.04	2,28,653	1.00
40,001-50,000	1	0.01	49,446	0.22
50,001-1,00,000	10	0.06	6,39,231	2.79
1,00,001-10,00,000	11	0.06	45,65,874	19.94
10,00,001 and above	3	0.02	1,56,95,738	68.54
Total	17,831	100.00	2,28,98,712	100.00

k) Dematerialization of Shares and Liquidity

The equity shares of the Company are admitted in the following Depositories of the country under the International Securities Identification Number (ISIN) INE866R01028. This number is required to be quoted in each transaction relating to the dematerialized equity shares of the Company. The Company has entered into Agreements with both NSDL and CDSL to facilitate the shareholders to dematerialize their equity shares with any one of the Depositories.

Name of the Depository	Address
National Securities Depository Limited	Trade World, A wing, 4 th & 5 th Floors, Kamala Mills Compound, Lower Parel, Mumbai - 400 013.
Central Depository Services (India) Limited	Marathon Futurex, A-Wing, 25 th floor, NM Joshi Marg, Lower Parel, Mumbai - 400 013.

The annual custodial / issuer charges to the respective Depository for the financial year 2021-22 have been paid as on date.

As at 31st March 2022, 2,28,96,910 equity shares representing 99.99% of the Company's total number of shares, have been dematerialized.

In view of the benefits embedded in holding of the securities in demat form, the shareholders holding the shares in physical forms are requested to demat their shares at the earliest.

l) Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, conversion date and likely impact on Equity :

The Company has no outstanding ADR/GDR/Warrants or any convertible instruments as on 31st March 2022.

m) Address & E-mail id for investors Correspondence, queries and grievances:

Shri Vijayanand Sankar, Company Secretary and Compliance Officer
 No.94, TVH Beliciaa Towers, Tower II, 5th Floor, MRC Nagar, Raja Annamalaipuram, Chennai – 600028
 Phone: +91 44 4900 1919
 e-mail:investors@matrimony.com
 (or)
 M/s. KFin Technologies Limited
 Unit: Matrimony.com Limited
 Selenium Tower B, Plot No 31 & 32, Financial District, Nanakramguda, Gachibowli,
 Hyderabad – 500 032
 Ph: 040-26711585

- n) The details relating to commodity price risks and commodity hedging activities are not applicable to the Company.
- o) The details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) is not applicable as the Company did not raise any funds through the above route during the year.
- p) The Company has obtained a certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.
- q) The Company has not obtained any credit rating during the year
- r) Other Information to Shareholders

(i) Reconciliation of Share Capital Audit

As required by Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 a 'Reconciliation of Share Capital Audit' is done every quarter by a Practicing Company Secretary to reconcile the total admitted capital with National Stock Exchange of India Limited and BSE Limited and the total issued and paid up capital. The audit confirms that the total issued/paid up capital is in agreement with the aggregate total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

(ii) Compliance Certificate

Compliance Certificate dated May 12, 2022 from our Statutory Auditors, M/s. S.R. Batliboi & Associates LLP is given in Annexure B.

11. OTHER DISCLOSURES

- a) There are no materially significant related party transactions made by the Company that may have potential conflict with the interests of the Company at large.
- b) There are no instances of non-compliance by the Company, and no penalties or strictures were imposed on the company by Stock Exchange or SEBI or any Statutory Authority, on any matter related to capital markets, during the last three years. However, the Company has received a show cause notice no. SEBI/EAD/AA/MKG/3458/2020 dated August 18, 2020 from SEBI under Rule 4(1) of SEBI (Procedure for holding Inquiry and imposing penalties) Rules 1995 in the matter of trading by certain entities in the scrip, "Matrimony.com Limited" during the year 2018. In the show cause notice, it was alleged that the Company has violated Regulation 7(2)(b) of SEBI (PIT) Regulations on three occasions. The allegations, if established makes the Company liable for monetary penalty under Section 15A(b) of SEBI Act. The Company has filed suitable reply to the above allegations. The matter is currently pending. During the year under review, no penalty is levied or prosecution initiated against the Company based on the above notice.
- c) The Company has a Vigil Mechanism and Whistle Blower Policy, available at the Company's website and its weblink is <https://www.matrimony.com/investors/policies/vigil-mechanism-whistle-blower-policy-new.pdf?v1>.

It is further affirmed that no personnel has been denied access to the Audit Committee.

- d) (i) The Company has complied with the mandatory requirements under SEBI (LODR) Regulations, 2015.
- (ii) Adoption of non-mandatory requirements of the listing regulation is being reviewed by the Board of Directors from time to time. The Company has been a strong believer of in good Corporate Governance and has been adopting the best practices. During the year under review, there is no audit qualification in your Company's standalone and consolidated financial statements. Your Company continues to adopt best practices to ensure a regime of financial statements with unmodified audit opinion.
- e) The Material Subsidiary Policy is disclosed in the Company's website and its web link is <https://www.matrimony.com/investors/policies/Material-Subsidiary-Policy.pdf>

- f) The Company has both Indian and overseas subsidiaries, which are not listed. Based on the said policy, none of the said subsidiaries qualify as a material subsidiary. The management of the unlisted subsidiaries periodically bring to the notice of the Board, a statement on significant transactions and arrangements if any, entered into by them. The minutes of the meetings of the Board of Directors of the unlisted subsidiaries are being placed before the Board of Directors of the Company.
- g) The Company generally enters into contract with wholly owned subsidiaries and associate company for a minimum period of three years. The Company generally do not enter into any contract with any other related parties other than the wholly owned subsidiaries & associate Company. The Company as a good governance measure generally obtains prior approval of Audit Committee for all related party transactions even for contracts with wholly owned subsidiaries. The Related Party Transaction Policy is disclosed in the Company's website and its weblink is: <https://www.matrimony.com/investors/policies/Related-Party-Transaction-Policy.pdf>
- h) Total fees for all services paid by the listed entity to the statutory auditor and to other network entities are given below.

S.R.Batliboi & Associates LLP

Particulars	Amount (Rs. Lakhs)
Audit fee	31.00
Limited review	12.00
Tax audit fee	1.00
Others (Statutory Certification fees & reimbursement of out of pocket expenses)	1.30
Total	45.30

- i) Following are the disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
- number of complaints filed during the financial year : 2
 - number of complaints disposed of during the financial year : 2
 - number of complaints pending as on end of the financial year: NIL
- Note: The Company had actually received five complaints under POSH. However, three complaints were dismissed as not POSH by the internal compliance committee considering the nature of the complaint.
- j) The Company has complied with the requirements of Corporate Governance Report of sub-paras (2) to (10) of Schedule V of SEBI LODR.
- k) The Board of Directors periodically review compliance reports pertaining to all laws applicable to the Company. No major non-compliance was reported during the year under review.
- l) The Board is also satisfied itself that plans are in place for orderly succession for appointment of Board of Directors and Senior Management.
- m) A Code of Conduct has been laid out for all Members of the Board and Senior Management suitably incorporating the duties of Independent Directors as laid down in the Companies Act, 2013.
- n) Senior Management Personnel discloses to the Board of Directors all material, financial and commercial transactions where they have personal interest that may have a potential conflict with the Company's interest, if any.
- o) The Company has obtained shareholders' approval in the Annual General Meeting held on August 7, 2019 for payment of commission upto 1% of net profits apart from the sitting fees payable to non-executive Directors within the limits specified under Companies Act, 2013.
- p) The minimum information to be placed before the Board of Directors at their meeting, as specified in Part A of Schedule II of SEBI LODR have been adequately complied with.

- q) The Company follows well defined and detailed risk management framework. The management also ensures that the Company is taking appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities.

- r) Performance Evaluation of Directors and Criteria for Independent Directors:

The Nomination and Remuneration Committee (NRC) formulated criteria for evaluation of performance of Independent Directors and the Board of Directors in alignment with the Guidance Note on Board Evaluation issued by Securities and Exchange Board of India vide its circular dated 5th January 2017. During the year under review, the NRC carried out a separate exercise to evaluate the performance of individual Directors. Further, in accordance with Schedule IV to the Companies Act, 2013 and the Listing Regulations, performance evaluation of Independent Directors was done by the entire Board excluding the Director being evaluated. The manner in which the annual performance evaluation is done by the Board including the criteria for the same is discussed in detail in the Directors report.

- s) The Company submits quarterly compliance report on Corporate Governance to the Stock Exchanges, in the prescribed format within 21 days from the close of the quarter duly signed by the Compliance Officer.

- t) As required under Regulation 46(2) of SEBI LODR the following information have been duly disseminated in the Company's website and its weblink is <https://www.matrimony.com/investors/corporate-governance.php>

- * Terms and conditions of appointment of Independent Directors
- * Composition of various committees of Board of Directors
- * Code of Conduct of Board of Directors and Senior Management Personnel
- * Details of establishment of Vigil Mechanism/Whistle Blower Policy
- * Policy on dealing with Related Party Transactions
- * Policy for determining 'Material' Subsidiaries
- * Policy on Corporate Social Responsibility
- * Details of Familiarization Programmes imparted to Independent Directors

- u) The various disclosures made in the Board's Report, may be considered as disclosures made under this report.

12. CEO / CFO CERTIFICATION

The Chairman & Managing Director of the Company Shri Murugavel Janakiraman, along with Chief Financial Officer of the Company Shri Sushanth S Pai, have certified compliance with the stipulations of Regulation 17(8) of the SEBI LODR in relation to the Annual Financial Statements for the year 2021-22.

13. CODE OF CONDUCT

Declaration signed by the Chairman & Managing Director of the Company under Regulation 17(5) read with Schedule V (D) of SEBI LODR is given in Annexure – A.

14. INFORMATION REGARDING UNCLAIMED SHARES

The Company has no unclaimed shares that are required to be transferred to Unclaimed Suspense Account. Accordingly, Regulation 39(4) read with Schedule VI of the SEBI LODR is not applicable to the Company.

Annexure A

Declaration from the Chairman & Managing Director under Regulation 17(5) read with Schedule V(D) of SEBI LODR

As provided under Regulation 17(5) read with Schedule V(D) of SEBI LODR the Board Members and the Senior Management Personnel have affirmed compliance with the Company's Code of Conduct for the year ended 31st March 2022.

For MATRIMONY.COM LIMITED

Place: Chennai
Date : 12th May 2022

MURUGAVEL JANAKIRAMAN
CHAIRMAN & MANAGING DIRECTOR

Annexure B

Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To the Members of
Matrimony.com Limited,
No.94, TVH Belicia Towers, 5th Floor,
Tower - II, MRC Nagar, Raja Annamalaipuram,
Chennai - 600028

1. The Corporate Governance Report prepared by Matrimony.com Limited (hereinafter the "Company"), contains details as specified in regulations 17 to 27, clauses (b) to (i) and (t) of sub - regulation (2) of regulation 46 and para C, D, and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('Applicable criteria') for the year ended March 31, 2022 as required by the Company for annual submission to the Stock exchange.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of procedures performed include:
 - i. Read and understood the information prepared by the Company and included in its Corporate Governance Report;
 - ii. Obtained and verified that the composition of the Board of Directors with respect to executive and non-executive directors has been met throughout the reporting period;
 - iii. Obtained and read the Register of Directors as on March 31, 2022 and verified that atleast one independent woman director was on the Board of Directors throughout the year;
 - iv. Obtained and read the minutes of the following committee meetings / other meetings held from April 1, 2021 to March 31, 2022:
 - (a) Board of Directors;
 - (b) Audit Committee;
 - (c) Annual General Meeting;
 - (d) Nomination and Remuneration Committee;
 - (e) Stakeholders Relationship Committee;
 - (f) Independent Directors;
 - (g) Risk Management Committee
 - (h) Corporate Social Responsibility committee; and
 - (i) Share Allotment Committee.
 - v. Obtained necessary declarations from the directors of the Company.
 - vi. Obtained and read the policy adopted by the Company for related party transactions.
 - vii. Obtained the schedule of related party transactions during the year and balances at the year- end. Obtained and read the minutes of the audit committee meeting where in such related party transactions have been pre-approved prior by the audit committee.
 - viii. Performed necessary inquiries with the management and also obtained necessary specific representations from management.
8. The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

9. Based on the procedures performed by us, as referred in paragraph 7 above, and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as specified in the Listing Regulations, as applicable for the year ended March 31, 2022, referred to in paragraph 4 above.

Other matters and Restriction on Use

10. This report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

11. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per **Aravind K**

Partner

Membership Number: 221268

UDIN: 22221268AIWCUX2086

Place of Signature: Chennai

Date: May 12, 2022

Management Discussion & Analysis Report

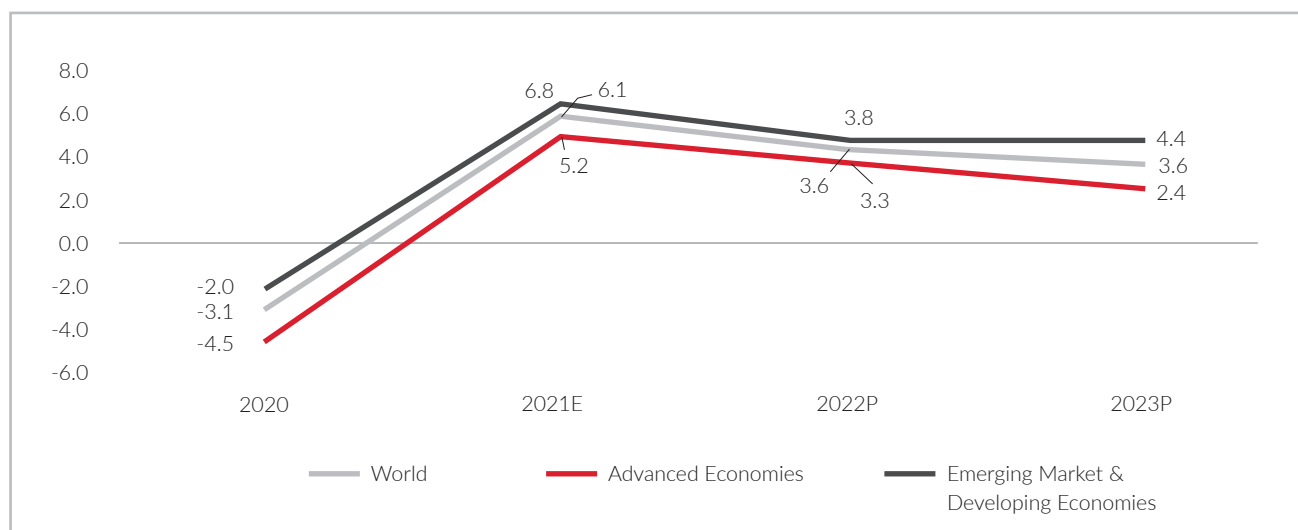
Statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may be forward-looking statements within the meaning of applicable securities laws and regulations. This involves risks and uncertainties that could cause the actual results to differ materially from such forward-looking statements. The company does not undertake to update any such forward-looking statements unless it is required by law. The discussion and analysis should be read in conjunction with the company's financial statements included in the Annual report and the notes thereto. This discussion is based on the consolidated financial results of the company

GLOBAL ECONOMY OVERVIEW

The global economy has recovered in 2021 from the disruption caused by COVID-19 in 2020. On the back of international collaboration in adapting functional health policies and efficient fiscal and monetary policies across the globe coupled with vaccinations across the globe, the global economy is estimated to grow by 6.1% in 2021, compared to a contraction of 3.1% in 2020, as stated by International Monetary Fund (IMF). The emerging markets and developing economies are estimated to have registered an average growth of 6.8% in its gross domestic product (GDP), and the advanced economies are estimated to grow at an average of 5.2%. The biggest contributor to the growth in advanced economies were France, Italy and UK growing at 7%, 6.6% and 7.4% respectively. Similarly, the biggest contributor to the growth of developing economies were China and India estimated to be growing at 8.1% and 8.9% respectively.

The crude prices saw a sharp increase of 36% between August 2021 and February 2022 owing to the strong demand, short-lived effects of the Omicron variant of the COVID-19 pandemic followed by the Ukraine and Russia war.

World Economic Growth (%)



Source: IMF World Economic Outlook April 2022

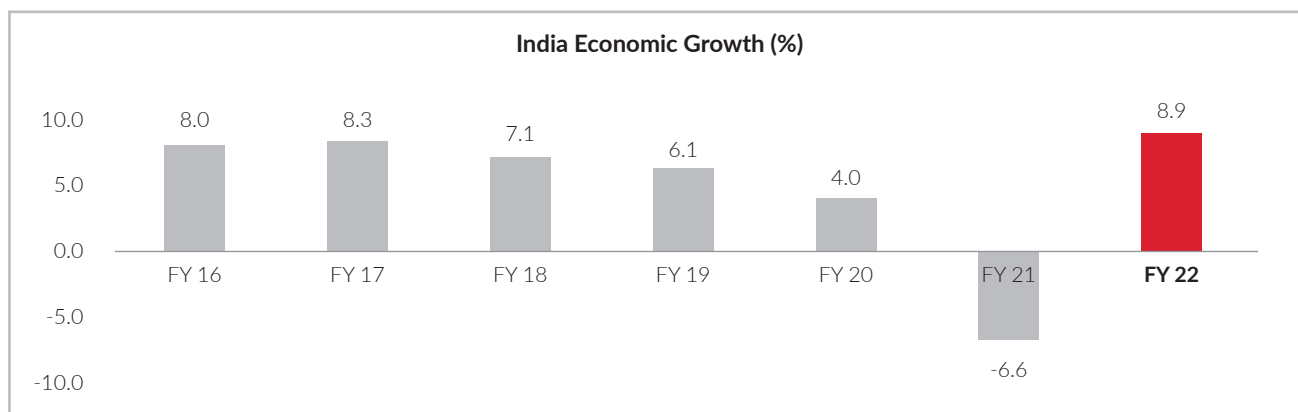
OUTLOOK

Post COVID, the global economy was on a recovery phase. However, the Ukraine and Russia war is expected to set back the recovery slightly in 2022. This has resulted in a downward revision from the World Economic Outlook (WEO) January forecast, to a growth of 3.6% in 2022 and 2023, with both Russia and Ukraine expected to experience large GDP contractions in 2022. The supply-chain disruptions across the globe has resulted in a higher-than-expected broad-based inflation. Further, with the ongoing Ukraine and Russia war, the inflation is expected to remain elevated for a longer timespan than previously forecasted by IMF. The inflation is projected at 5.7% for advanced economies and 8.7% for emerging and developing economies in 2022.

(Source: IMF)

INDIAN ECONOMY OVERVIEW

Following the second wave of the COVID-19 pandemic, India's economy was well on its path to recovery, with both industry and services showing steady progress. Outbreak of new variants, supply chain disruptions, and, the recent rise in inflation, have all made policymaking extremely difficult. To address these difficulties, the Government increased infrastructure expenditure to not only restore medium-term demand but also enact significant supply-side reforms to position the economy for long-term growth. As per the second advance estimates of the National Statistics Organisation (NSO), Indian economy is estimated to grow at 8.9% in 2021-22 compared to a contraction of 6.6% in 2020-21. Moreover, for nine months ended 2021-22, the aggregate Index of Eight Core Industries was recorded at 12.6% (provisional) over the same period last year. Further, the impact of the third wave of the pandemic on recovery was minimal compared to the previous waves.



Source: National Statistics Office 2nd Advance Estimates dated 28th Feb, 2022

OUTLOOK

Huge government funding in public infrastructure is expected to encourage growth and attract private investment through a strong multiplier effect in the industry. However, supply-side bottlenecks have persisted with gradually rising international crude oil prices and growing raw material costs. The availability of budgetary space to ramp up capital spending, advantages from supply-side reforms, regulatory relaxation, and continued export growth will also contribute to growth in 2022-23. As per IMF's World Economic Outlook projections, India's real GDP projected to grow at ~9% in FY22 and FY23 and at 7.1% in 2023-24, which would make India the fastest growing major economy in the world for all 3 years.

DIGITAL INDIA

India has emerged as the third largest ecosystem for startups globally, with over 66,359 DPIIT-recognised startups across 642 districts of the country as of 21st March 2022. India ranks #2nd in innovation quality with top positions in the quality of scientific publications and the quality of its universities among middle-income economies. The innovation in India is not just limited to certain sectors. Startups have been recognised to solve problems in 56 diverse industrial sectors, with 13% from IT services, 9% from healthcare and life sciences, 7% from education, 5% from professional and commercial services, 5% from agriculture and 5% from food and beverages.

Indian Startup Ecosystem has seen exponential growth in the past few years (2015-2021):

9X increase in the number of investors

7X increase in the total funding of startups

7X increase in the number of incubators

The Indian Unicorns are flourishing in the fast-paced and dynamic economy of today. These startups are not only developing innovative solutions and technologies, but are generating large-scale employment. Till 2016-17, approximately one unicorn was being added every year. Over the past four years (since 2017-18), this number has been increasing exponentially, with a whopping 66% y-o-y growth in the number of additional unicorns being added every year. As of 25th March 2022, India is home to 94 unicorns with a total valuation of US\$ 319.67 billion, of which, 44 unicorns with a total valuation of US\$ 94.77 billion became operational in 2021 and 13 unicorns with a total valuation of US\$ 25.4 Bn became operational in 2022.

(Source: InvestIndia – National Investment Promotion and Facilitation agency)

INCREASING INTERNET PENETRATION

The total number of internet users in India stood at more than 830 million in 2021, registering a steep growth of 530 million since 2015. The total volume of wireless data consumed usage in the country stood at 32,397 petabytes in 2021 compared to 4,200 petabytes in 2018, growing 7x in the last three years. Further, the country's average data usage per month has increased from 1.24 GB per month in 2018 to 14.1 GB in June 2021. The sustained growth in internet penetration, especially post the COVID-conundrum, is expected to drive the online matchmaking sector. Further, there has been a boom in the internet economy in India over the recent past. In 2021, India clocked the second-highest number of mobile app downloads in the world, following China. India clocked over 27 billion downloads compared to 12.2 billion of USA. Indian users spent an average of about 4.7 hours daily on mobile apps in 2021, thereby, driving the online matchmaking sector in the country.

(Source: Countrymeters, Inc42)

UPSURGE IN SOCIAL MEDIA USERS

As per Kepios analysis, 33.4% of India's population i.e. 467 million individuals were social media users in January 2022, registering a growth of 19 million on a y-o-y basis. The rapidly growing users in social media along with increasing time spent are likely to drive usage of online matchmaking services.

(Source: Kepios analysis)

INDIAN MATRIMONY MARKET

India - a large youth and marriage market

India is the second-most populous country in the world with a population of 1.408 billion in 2021, registering a 1.26% y-o-y growth over the previous year. The sex ratio of the country stood at 1.068, which was higher than the global average of 1.016. Further, the country has one of the youngest populations in the world with a median age of 26.7 years. The estimated size of population between the age of 18 and 44 years was pegged at 0.6 billion. Riding on the back of a young population, the matrimony market in the country has a huge headroom of growth in the foreseeable future. India is still dominated by arranged marriages which is estimated at 80%. India has seen an incremental growth in its urban population over the past decade. The country's urbanisation rate is expected to reach 37-38% by 2025, thereby, driving the demand of online matchmaking in such locales.

Large marriageable population and post COVID normalization

The Indian wedding and events sector is currently one of the largest in the world with an estimated annual wedding of at 11-13 million. The country is expected to continue being the largest wedding market led by its huge population of around 350 million in the marriageable age bracket, of whom about 100 million were unmarried. Though owing to the COVID-19 pandemic, the country saw postponing of marriages over the last two years. However, with the world steadily heading towards recovery and normalization, the matrimony sector is expected to witness a huge traction. During just one month in the wedding season of 2021, between 14 November and December 13, 2021, India was expected to encounter nearly 2.5 million weddings and generate business of ~₹ 3 lakh crore, as estimated by the Confederation of All India Traders (CAIT). Restriction on marriages and number of invitees per marriage are also expected to be lifted, thereby, resulting in the matrimony market growing multifold in the near future.

As per the Online Matrimony Trends Report 2021, ready-to-marry singles sent 2 lakh messages on a daily basis to prospects. The Report states that every month, men saw 184 profiles of women vis-à-vis women seeing 158 profiles of men. Further, the Report also states that the women profiles with verified government IDs witnessed 37% higher interest from men than profiles without any government IDs, thereby, validating the fact that trust factor plays a pivotal role in such cases. Similarly, men with verified government ID received 34% more response over the unverified profiles.

(Source: Countrymeters, Statista, CAIT, Business Line)

GOVERNMENT INTERVENTIONS DURING 2021-22

In December 2021, the Government introduced a crucial bill in Lok Sabha to amend the Child Marriage Act 2006 with the objective of raising the legal age of marriage for women from 18 years to 21 years. This Bill once approved by the President of India, would come into force within 2 years.

Strengths and Opportunities

Market position and brand recall: The Company has a rich legacy and experience of more than 2 decades in matchmaking services. Leveraging this, it has emerged as the frontrunners in the matchmaking business in India, servicing its customers via websites, mobile sites, mobile apps and an active on-the-ground network. As of 31 March 2022, the paid profiles of the Company stood at 8.9 lakhs compared to 8.4 lakhs in 31 March 2021, registering a 6.8% y-o-y growth. Due to the strong brand recall, the Company has a majority market share of 60% in the online match-making space in India. Led by its early mover advantage and a strong brand, the Company has built a strong user base of over 50 lakhs as on 31 March 2022, validating its market position.

Micro-market strategy and New Horizons: The Company has been a pioneer to cater to the unique regional and community matchmaking requirements of Indian consumers as well as offers customised and targeted services. In the wake of the COVID-19 pandemic, the Company also realised the importance of ensuring remote connectivity, and launched live video-calling and home weddings in the previous fiscal. The Company also launched 'Jodii', a matrimony app for common people who have studied Diploma, 12th, 10th or below, in vernacular languages. This was the culmination of detailed research across various Indian states over a period of one year. This Android-only app is available in Hindi, Tamil, Telugu, Malayalam, Kannada, Gujarati, Marathi, Bengali, Punjabi and Oriya. The major benefits of Jodii are the affordable packages and simple user interface, which is well appreciated by people who are not very technology-savvy. During the year under review, the Company has also expanded to Bangladesh for a wider reach.

One stop shop: The Company has forward integrated to provide marriage services across value chain. Its WeddingBazaar online marketplace provides wedding related services, with over 75,000 vendors. On the other hand, Mandap.com is a wedding venue booking platform, which provides facility to book from more than 25,000 mandaps, banquet halls, and convention halls across the country. The Company acquired ShaadiSaga.com recently, which is a leading player in the wedding services industry. This acquisition enables Matrimony.com to scale its presence significantly in the Northern and Western parts of the country, thereby strengthening its product capabilities and helping the Company emerge as the largest wedding services player in India. The Company currently has more than 1 lakh vendors on the platform. Further, leveraging the massive brand reach (20 million+) of ShaadiSaga through website and social media platforms, the Company is poised to strengthen its market reach and penetration.

FINANCIAL PERFORMANCE

The following table gives an overview of the consolidated financial results of the Company:

Particulars	FY 2021-22	% to total	FY 2020-21	% to total	Growth %
	Rs Lakhs	income	Rs Lakhs	income	
Revenue from Operations	43,449.56	99.32%	37,787.90	99.20%	14.98%
Other income	297.85	0.68%	304.84	0.80%	(2.29%)
Total income	43,747.41	100.00%	38,092.74	100.00%	14.84%
Expenses					
Employee benefit expenses	13,231.69	30.25%	12,725.87	33.41%	3.97%
Advertising and business promotion expenses	16,212.10	37.06%	13,680.79	35.91%	18.50%
Other expenses	5,308.00	12.13%	4,627.98	12.15%	14.69%
Total expenses	34,751.79	79.44%	31,034.64	81.47%	11.98%
Earnings before interest, tax, depreciation, and amortization (EBITDA)	8,995.62	20.56%	7,058.10	18.53%	27.45%
Depreciation & amortization	2,690.68	6.15%	2,593.08	6.81%	3.76%
Finance cost	536.00	1.23%	482.52	1.27%	11.08%
Finance income	1,496.23	3.42%	1,440.62	3.78%	3.86%
Profit before tax and share of profit/ (loss) from associate	7,265.17	16.61%	5,423.12	14.24%	33.97%
Share of profit/ (loss) from associate	(78.95)	(0.18%)	(57.19)	(0.15%)	(38.05%)
Profit before tax (PBT)	7,186.22	16.43%	5,365.93	14.09%	33.92%
Tax Expense	1,827.07	4.18%	1,288.54	3.38%	41.79%
Profit after tax (PAT)	5,359.15	12.25%	4,077.39	10.70%	31.44%

During the year, the company acquired 100% stake in Boatman Tech Pvt Ltd (promoter of ShaadiSaga.com) In July 2021 by signing definitive agreements. On September 15, 2021, on completing the closing conditions, ShaadiSaga, became a wholly owned subsidiary of the company. Consequently, the above results include ShaadiSaga effective September 15, 2021.

Revenue: Overall revenue grew by 14.98% for the year. The revenue distribution is through two segments such as Matchmaking and marriage services. The segment wise performance is given in table later in the discussion. Matchmaking comprises 99.05% of revenues and grew by 14.54% in FY22 as compared to a growth of 4.24% in FY21. However, matchmaking billings grew by 12.23% in FY22 as compared to 7.45% in FY21. The key drivers for this business are number of paid profiles and Average Transaction Value (ATV). The paid profiles are at 8.94 lakhs, an increase of 6.81% over the previous year. ATV is at Rs 4,806, an increase of 4.98% over the previous year. The company typically has subscription packages ranging 3 months, 6 months and 1 year and the subscription billings are recognized as revenue over the subscription period.

Other income: Other income mainly includes Government grants received under Pradhan Mantri Rojgar Protsahan Yojana (PMRPY) scheme for incentivizing employers for generation of new employment and notional gain from closure of leased locations accounted under Ind AS 116 "Leases".

EXPENSES:

Employee benefit expenses: Employee benefit expenses have increased by Rs 505.82 lakhs mainly due to additional employee cost on acquisition of Shaadi Saga, increase in sales incentive (due to increased billings) & increase in staff welfare expenses on account of re-opening of offices during FY 22.

Advertising and Promotion expenses: We increased our marketing initiatives significantly during the year by Rs 2,531.31 lakhs, comprising both online and offline segments. These are on-going investments to fuel future growth and increase brand visibility.

Other expenses: Other expenses mainly comprise of IT, infrastructure, admin, legal and professional fees which have increased by Rs 680.02 lakhs. This was mainly due to increase in infrastructure and admin costs (Rs. 16.85 lakhs), increase in expenses in IT related costs majorly due to AWS Migration, and increases in tech fees & communication (Rs 611.05 lakhs), increase in travelling expenses (Rs 40.95 lakhs) and increase in Legal and professional fees including Director's sitting fees and commission (Rs 173.16 lakhs). This was offset by decrease in CSR expenses (Rs 55.04 lakhs), decrease in Collection charges (Rs.50.97 lakhs) and Foreign Exchange Loss reduction (Rs 55.98 lakhs). Overall, as a % of revenue it has been flat as compared to the previous year (12.13% in FY 22, 12.15% in FY 21). Given the pandemic, the company undertook a host of cost savings measures especially in infrastructure costs which involved waiver and reduction of rentals during the lockdown phases and reducing retail outlets that are loss making.

EBITDA margins: Our EBITDA margins are at 20.56% as compared to 18.53% in FY21, indicating an increase of 27.45%.

Finance income: Finance Income consists mainly income from investments of surplus funds in fixed deposits and mutual funds. The increase in income is due to increase in investments during the year.

Finance cost: Finance cost mainly consists of notional interest on lease liabilities charged to PL as per Ind AS 116.

Effective Tax Rate (ETR): The effective tax rate is at 25.42% in FY 22 as compared to 24.01% in FY21.

Profitability: Our PAT margins are at 12.25% as compared to 10.70% in FY21, indicating an increase of 31.44%

Segment performance

The following tables gives an overview of the segment performance of the Company:

Revenue	FY 2021-22 (Rs lakhs)	FY 2020-21 (Rs lakhs)
Matchmaking Services	43,036.44	37,572.25
Marriage Services*	413.12	215.65

EBITDA	FY 2021-22 (Rs lakhs)	FY 2020-21 (Rs lakhs)
Matchmaking Services	11,171.56	8,972.84
Marriage Services*	(955.30)	(963.23)

*Due to the pandemic this business was significantly impacted. The company focused its efforts to building the business model to a subscription-based model and enriching the eco-system along with cost optimization measures.

Further, the company acquired ShaadiSaga to scale up its presence in this segment and launched wedding bazaar 2.0 with more than 1 lakh vendors, creating one of the largest wedding services player in the market.

Key ratios

The company has identified the following ratios as key ratios:

	FY 2022	FY 2021
EBITDA margin	20.56%	18.53%
Net profit margin	12.25%	10.70%
Return on Net worth	18.68%	16.59%

Cash flows

The company spent Rs 772.47 lakhs as capital expenditure and spent Rs.992.91 lakhs as acquisition cost of subsidiary Boatman Tech Pvt. Ltd during the year. Consequently, the company generated free cash flow of Rs 5,986.15 lakhs of cash during the year taking the cash balance at 31 March 2022 to Rs 33,372.41 lakhs. The EBITDA to operating cash flow conversion has been strong at 0.86 times and EBITDA to free cash flow is at 0.67 times.

Headcount

The total number of employees (excluding subsidiaries and associate) as at 31 March 2022 is at 3,405 as compared to 3,505 as at 31 March 2021.

Strategy and Outlook

The key strategic focus areas for 2022-23 are as follows:

- Focus on faster growth in the personalised service space namely Assisted and Elite, with the help of enhanced customer services and processes
- Driving growth by expanding operations in new geographies globally and through the newly launched Jodii
- Consistently invest in differentiated product offerings for a sharper customer focus
- Sharpen focus on wedding services through integration of ShaadiSaga

COVID-19 impact

The second wave of the pandemic was very severe in India, and detrimental to the industry. Many employees were affected, and the Company put employee well-being at the forefront of its focus. The Company leveraged its learnings from the first wave to ensure minimal business impact. The renewed strategies of the Company, such as product innovation, exploring new horizons kept Matrimony.com in good stead. This combined with the relentless focus on execution helped the Company bounce back strongly and clock double digit growth in 2021-22. Further, this was also supplemented by many measures towards operational efficiency that has resulted in good growth in profitability. However, the wedding services business saw an impact. Now with the integration of ShaadiSaga.com, the Company has seen the business momentum recover.

RISK MANAGEMENT

Risk Management is an integral part of the Company's strategy and planning process. Based on proactive identification of risks, action plans are devised to mitigate the risks that could materially impact the Company's long-term sustainability. Mitigation plans with identified owners are set against target dates and progress of mitigation actions are monitored and reviewed. The Company has in place a robust risk management framework to identify, assess, monitor and mitigate risks which threaten the Company. The Risk Management Committee of the Company is tasked with the identifying and mitigating risks. The Committee reports to the Board of Directors who sit at the apex of the corporate governance framework.

Some of the risks identified and mitigated by the Company during the year under review are as follows:

Risk	Description	Mitigation
Business risk	Prolonged COVID surge can hamper operations, employee morale, create fatigue and consequently affect growth	Leveraging its experience from the first wave of COVID-19, the Company has been able to continue operations smoothly in the second and third waves. However, the risk cannot be fully negated as it involves the health and mindset of people. In the wedding services segment, the Company has enhanced its processes, and strengthened the sales team through the acquisition of ShaadiSaga to stay ahead of this risk. Against the backdrop of a tough operating environment, the Company has registered double-digit growth in revenue and profitability through innovation, productivity, and newer horizons.
Competition risk	Competition can significantly affect the Company's market position, pricing and margins.	On the back of continuous focus on technology and strategy execution areas, the Company has remained the market leader. Further, the Company provides a seamless customer experience and strives to create a strong customer connect with the help of its differentiated and offering based on specific customer preferences and requirements. This, coupled with the 360-degree marketing approach, keeps the Company ahead of competition.
Cybersecurity risk	Network failure and data breaches can impact the operations of the Company extensively.	Being an established player in the online matchmaking sector, it is crucial for the Company to ensure that its systems are safe from cybersecurity risks. The Company undertakes periodic audits through internal audit mechanism to detect and proactively mitigate any such risks. Further, with the help of various technological interventions, the Company has been able to adapt working remotely against the backdrop of the COVID-19 pandemic.

Business Responsibility Report

[Pursuant to Regulation 34(2)(f) of SEBI LODR]

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1	Corporate Identity Number (CIN) of the Company	L63090TN2001PLC047432			
2	Name of the Company	Matrimony.com Limited (hereinafter referred to as “Matrimony”)			
3	Registered address	No.94, TVH Beliciaa Towers, Tower II, 5 th Floor, MRC Nagar, Raja Annamalaipuram, Chennai – 600028			
4	Website	www.matrimony.com			
5	E-mail id	investors@matrimony.com			
6	Financial Year reported	2021-22			
7	Sector(s) that the Company is engaged in (industrial activity code-wise)	Group	Class	Sub class	Description
		631	6312	63121	Matchmaking and allied services through operation of websites and extensive data bases
8	List three key products/services that the Company manufactures/provides (as in balance sheet)	1. Matchmaking Services 2. Marriage Services and related sale of products			
9	Total number of locations where business activity is undertaken by the Company	131 locations inclusive of head office, 12 branch offices, 3 business centers and 115 retail outlets.			
10	Markets served by the Company	The Company serves markets in India and operates through subsidiaries in USA, Dubai & Bangladesh catering to the needs of NRI's/Bangladeshi customers.			

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1	Paid up Capital - Rs. In lakhs	Rs. 1,144.94
2	Total Turnover - Rs. In lakhs	Rs. 42,966.68
3	Total profit after taxes - Rs. In lakhs	Rs. 5,698.18
4	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	1.64%. Refer Directors report page nos. 38-40 for further details
5	List of activities in which expenditure in 4 above has been incurred	Refer page nos. 38-40 of the Directors report

SECTION C: OTHER DETAILS

1	Does the Company have any Subsidiary Company/ Companies?	Yes. The Company has five wholly owned subsidiaries namely 1. Sys India Private Limited 2. Consim Info USA Inc, USA 3. Matrimony DMCC, Dubai 4. Bangladeshi Matrimony Private Limited 5. Boatman Tech Private Limited
2	Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	All the subsidiary Companies are engaged as agents of the parent Company which do not have separate business of its own except Boatman Tech Private Limited. Matrimony defines the code of conduct of business ethics which is applicable for all the subsidiary companies also. All the companies abide by the code of business ethics wherever applicable.
3	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	Though the suppliers, distributors etc, do not take part in the business responsibility initiatives of the company, all the entities that deal with Matrimony are contractually bound to abide by Company's code of conduct, which contain the basic principles and rules for conduct which is extended to its external partners.

SECTION D: BR INFORMATION**1. Details of Director/Directors responsible for BR**

(a) Details of the Director/Directors responsible for implementation of the BR policy/policies

1	DIN Number	00605009
2	Name	Murugavel Janakiraman
3	Designation	Chairman & Managing Director

(b) Details of the BR head

1	DIN Number	00605009
2	Name	Murugavel Janakiraman
3	Designation	Chairman & Managing Director
4	Telephone Number	044- 4900 1919
5	E-Mail ID	compliance@matrimony.com

The National Voluntary Guidelines (NVGs) on Social, Environmental and Economic Responsibilities of Business released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. They are:

P1	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
P2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
P3	Businesses should promote the well-being of all employees.
P4	Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.
P5	Businesses should respect and promote human rights.
P6	Businesses should respect, protect and make efforts to restore the environment.
P7	Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.
P8	Businesses should support inclusive growth and equitable development.
P9	Businesses should engage with and provide value to their customers and consumers in a responsible manner.

2. Principle-wise (as per PVGs) BR Policy / Policies

(a) Details of compliance (Reply in Y/N) *

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/policies for BR Principles?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
2	Has the policy being formulated in consultation with the relevant stakeholders?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3	Does the policy conform to any national/ international standards? If yes, specify? (50 words)	The policies are in compliance with national laws as applicable. The policies are in line with respective principles of National Guidelines on Responsible Business Conduct (NGRBC) and National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVEGs) as issued by Ministry of Corporate Affairs, Government of India, in July 2011.								
4	Has the policy being approved by the Board? If yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
5	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	All the policies are approved by the Board. All the policies are signed by the Chairman & Managing Director who is the designated Director responsible for implementation of Business Responsibility policy								
6	Indicate the link for the policy to be viewed online?	Refer to the Policy on Vigil Mechanism & Whistleblower, (available on https://www.matrimony.com/investors/policies) Code of Conduct and Anti-Fraud & Corruption Policy (available on our intranet)	Refer to the Business Responsibility policies (available at https://www.matrimony.com/investors/policies.php)	Refer to the Business Responsibility policies (available at https://www.matrimony.com/investors/policies.php)	Refer to the Business Responsibility policies (available at https://www.matrimony.com/investors/policies.php)	Refer to the Business Responsibility policies (available at https://www.matrimony.com/investors/policies.php)	Refer to the Business Responsibility policies (available at https://www.matrimony.com/investors/policies.php)	Refer to the Code of Conduct Board & Senior Management (available on https://www.matrimony.com/investors/code_of_conduct.php) and Code of conduct (available on our intranet)	Refer to Corporate Social Responsibility policy (available at https://www.matrimony.com/investors/policies.php)	Refer to the Business Responsibility policies (available at https://www.matrimony.com/investors/policies.php)
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	The policies have been communicated to employees through the Intranet and external stakeholders through the Company's website (www.matrimony.com)								
8	Does the company have in-house structure to implement the policy / policies.	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
6	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
10	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	No The Whistle Blower & Vigil Mechanism adopted by the Company, provides employees/ Customers/Vendors/Contractors etc. to report any concerns or grievances pertaining to any potential or actual violation of Company's Code of Conduct or any unethical behaviour. The Company has appointed designated Grievance Officer for the business where a stakeholder can raise their concerns. Similarly designated officer has been appointed for handling shareholders grievances								

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

No	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The company has not understood the Principles									
2	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3	The company does not have financial or manpower resources available for the task									
4	It is planned to be done within next 6 months									
5	It is planned to be done within the next 1 year									
6	Any other reason (please specify)									

3. Governance related to BR

(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the Business Responsibility performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.

Annually

(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

Annually. The hyper link for viewing the report is https://www.matrimony.com/investors/annual_report.php

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1 – Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/ Joint Ventures/Suppliers/Contractors/NGOs/Others?

Our Corporate Governance Policies extend and cover all stakeholders. At Matrimony, we believe in performing well by doing right things. The Company has adopted the Code of conduct which guides its employees and directors to conduct business in an ethical, responsible and transparent manner. The code extends to wholly-owned subsidiaries of the Company including business associates. All internal & external stakeholders are expected to work within the framework of the Code of the Company. The Company has zero tolerance approach toward bribery and corruption. The code of conduct enables employees to avoid situations in which their personal interests may conflict or appear to conflict with the interest of the Company or its customers. The gifts received by employees beyond the value of Rs. 1000/- are considered as conflict of interest and such acceptance of the gifts otherwise than as stated in the policy is strictly prohibited. The Company ensures compliance of ethical standards by its vendors and contractors through appropriate clauses in its work contracts to which they are obligated. The contracts include clauses in relation to anti-corruption law, confidentiality, human rights etc. The code of conduct is further supported by Vigil Mechanism, which is being governed by Whistle Blower Policy. Objective of the Policy is to establish no threat window whereby an individual, who is aware of any Protected Disclosure in the Company, is able to raise it to the appropriate channel as outlined in the policy, to ensure appropriate and timely institutional response and remedial action and offer protection to such individual from victimization, harassment or disciplinary proceedings. The Company has appointed a senior official of the Company as Ombudsman and the Policy & Mechanism is directly monitored by the Chairman of the Audit Committee.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

Matrimony Stakeholders include its Employees, Business Associates, Community, Shareholders/Investors and Customers. The Company being in service industry does receive customer queries/ feedback/assistance calls, from time to time, which are duly attended to & addressed to their satisfaction. A total of 2 legal complaints were received during the financial year. The complaints are being addressed based on the merits.

During the year, three cases were reported through whistleblower@matrimony.com. These were determined to be HR related issues and not a whistleblower issue. The issues have been resolved. Hence, there are no whistle blower complaints as such received by the Company during the year. During the year under review no complaint was received from Shareholders.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

The Company aims to have negligible negative impact on the environment by identifying ways to optimise resource consumption in its operations, although the very nature of the businesses of the Company has limited impact on environment. To ensure optimal resource consumption, we have incorporated environment friendly installations such as energy efficient equipments etc. Also, the very nature of the business operations of the Company being Internet Services i.e providing online matrimonial matchmaking services through various webportals, all the registrations under the said portals are done digitally without much usage of any paper application form. Not only does the aforesaid is making positive social impact, but environmental impact also, using the Internet and thereby reducing the use of limited natural resources.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

(a) Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain?

(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

Not applicable. The nature of services rendered by the Company have very limited impact on environment. Further, the Company does not manufacture/produce any products.

3. Does the company have procedures in place for sustainable sourcing (including transportation)?

(a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

Matrimony, being a pure play consumer internet Company, is relatively less resource intensive in terms of material inputs. However, as a responsible corporate citizen, the Company endeavours to reduce the environmental impact of its operations by tracking the consumption of resources critically. As part of the Company's operations, a small amount of e-waste is generated by the Company which is dealt with as per the laws.

4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?

(a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

The nature of Company product is service oriented and not material resource intensive and the Company does not procure goods for further processing. The Company's criteria for selection of goods and services is reliability, quality and price. The manpower services as required from time to time for various locations of the Company are generally hired from local agencies wherever possible.

5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

The nature of Company's products is service oriented and not material resource intensive, and hence recycling of products is not applicable for the Company's products. There is negligible waste generation at Company's offices. However, the Company has procedures in place to dispose of e-waste through authorised e-waste vendors.

Principle 3: Businesses should promote the wellbeing of all employees

1. Please indicate the Total number of employees: 3405
2. Please indicate the Total number of employees hired on temporary/contractual/casual basis. NA
3. Please indicate the Number of permanent women employees. : 1843
4. Please indicate the Number of permanent employees with disabilities: Nil
5. Do you have an employee association that is recognized by management : No
6. What percentage of your permanent employees is members of this recognized employee association? : NIL
7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year

No.	Category	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
1	Child labour/forced labour/involuntary labour	-	-
2	Sexual harassment	2	-
3	Discriminatory employment	-	-

Note: The Company had actually received five complaints under POSH. However, three complaints were dismissed as not POSH by the internal compliance committee considering the nature of the complaint.

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

(a)	Permanent Employees	Nil
(b)	Permanent Women Employees	Nil
(c)	Casual/Temporary/Contractual Employees	Nil
(d)	Employees with Disabilities	Nil

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

1. Has the company mapped its internal and external stakeholders?
Yes
2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders. Yes
3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.

Matrimony carries out continuous interaction and engagement with all Internal & External stakeholders including the disadvantaged, vulnerable and marginalized stakeholders in accordance with the Stakeholder Engagement Policy of the Company.

Brief of stakeholder engagement is as below:

1. Employees Stakeholder Group:

- a. The Company has processes in place to uphold the rights of all the employees and protect them from any kind of discrimination.
- b. Employees' Surveys are conducted periodically- e.g. HR Survey
- c. Various learning and development activities/ trainings are held to ensure skill enhancement of all the employees.

2. Business Associate Stakeholder Group:

Various one-on-one meetings are held with the vendors of the Company to ensure continuous interaction with them.

3. Community Stakeholder Group:

The Company through its CSR initiatives focuses on Education, Women and Children (underprivileged) empowerment, Training and empowering people with disabilities thereby creating employment opportunities, Rehabilitation Services, Sustainable Livelihood- Vocational Skills.

4. Shareholders/ Investor Stakeholder Group:

- a. The Company attends various Investor/Analysts Meets, holds Investor Calls etc. and transcripts of quarterly calls are available on the portal of the Company.
- b. Company also interacts with the shareholders/ Investors through Newspaper Publications, Stock Exchange disclosures, Annual Reports etc.

5. Customer Stakeholder Group:

The Customers/ Clients of the Company are expected to work within the framework of the Code of Ethics & Conduct of the Company. Respective Business portals has toll free number, through which a customer can approach the Company.

Principle 5 : Businesses should respect and promote human rights

1. Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/ Suppliers/ Contractors/NGOs/Others?

The Company's policy on Human Rights lays non-discrimination among employees, meritocracy and mechanisms for redressal of employee issues applies across the Company and its subsidiaries. Matrimony is committed to ensure that people are treated with respect and dignity. Our respect for human rights guides our policies and practices dealing with our operations, partnerships, contracts and investment agreements. While mutual agreements assure stakeholders such as vendors and suppliers of protection against human rights violations, all our employees are introduced to these policies during induction. All employees and contractual staff is empowered to report any incident of discrimination and harassment. The Company does not employ child labour. We have grievance redressal channels to deal with issues related to discrimination, retaliation and harassment. The Company has constituted an Internal Committee to address complaints of sexual harassment raised by employees. There is an effective whistle blower mechanism put in place by the Company which is managed by an ombudsman appointed internally to provide complete anonymity and confidentiality. Also, we, at Matrimony, encourage its Business Partners to follow the policy. We discourage dealing with any supplier/contractor if it is in violation of human rights, and also prohibit the use of forced or child labour.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

No incidence of discrimination or human rights violation was received by the Company or was pending investigation as on March 31, 2022. The company received 5 sexual harassment complaints from the employees during the year. Internal committee investigated the matter and decided that 3 complaints were not pertaining to sexual harassment. They were referred to Human Resources department for further action. In respect of the other two complaints, suitable action was taken against the employees involved in the harassment as per the guidelines. The details are well explained in Principle 3.

Principle 6: Business should respect, protect, and make efforts to restore the environment

1. Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/ Contractors/ NGOs/others.

The aspects outlined under this principle are not substantially relevant to the Company given the nature of its business. The Company complies with the applicable environmental regulations in respect of its premises and operations. Also, the Company participates in initiatives towards addressing environmental issues.

2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc

The Company has always been striving towards imbibing green sustainable products, processes and practices. The Company continuously endeavours to reduce the environmental impacts of its own operations. The Company focuses on improving energy efficiency, use of renewable energy, procurement of greener products and waste recycling. The Company aims to reduce the impact on the environment by identifying ways to optimise resource consumption in its operations although the very nature of the businesses of the Company has limited impact on environment.

To ensure optimal resource consumption, we have incorporated environment friendly installations such as energy efficient equipment including:

1. Replacement of conventional lights to LED lights in the offices across all the locations.
2. Automatic server and desktop shutdown, to reduce consumption of energy, in addition to constant mailers to remind & encourage energy saving.
3. Initiatives to reduce usage of paper and consumption and promotion of recycle.
4. Responsible e-waste disposal.
5. Usage of Video Conferences, Video/ Audio chatting to reduce emissions as a result of travel.
6. Company encourages car pool to save fuel & reduce pollution, thereby protecting the environment.

3. Does the company identify and assess potential environmental risks? Y/N

Though the very nature of the businesses of the Company has limited impact on environment, the Company continuously aims to reduce even the limited impact on the environment by identifying ways to optimise resource consumption in its operations. The Company understands the potential environmental risks and participates in initiatives as mentioned above to address the environmental concerns. We also comply with applicable environmental regulations, wherever applicable, in respect of its premises and operations.

4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?

Not applicable

5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.

Please refer paragraph 2 above

6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?

Not applicable

7. Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

There was no legal notice received during the year that remain outstanding as on March 31, 2022

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

Yes, it is a part of NASSCOM, Internet and Mobile Association of India (IAMAI), Confederation of Indian Industry and Chamber of Commerce.

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

Matrimony believes that it is necessary to represent to and engage with authorities on matters concerning the various businesses in which Company operates. The engagement with the relevant authorities is guided by the values of commitment, integrity, transparency and need to balance interests of diverse stakeholders.

Accordingly, the Company shares its views/comments on proposed policy formulations through appropriate forums whenever required on matters relating to its business including but not limited to Security Policy, Cyber Crimes, etc.

Principle 8: Businesses should support inclusive growth and equitable development

1. Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.

The Company has put in place Policy on Corporate Social Responsibility to guide its efforts on CSR initiatives that contribute to inclusive growth and equitable development. Matrimony CSR Policy outlines the Company's philosophy & the mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large as part of its duties as a responsible corporate citizen. For detailed information relating to list of activities in which contribution in 4 below has been incurred, please refer the Annual Report on CSR Activities in page nos. 38-40 to the Directors' Report.

2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/ any other organization?

The Company engages with NGOs/other organisations/Trusts along with its in-house team to ensure that the Company achieves its vision of promoting inclusive growth.

3. Have you done any impact assessment of your initiative?

The Company follows a systematic approach to review the performance of the programmes on a regular basis. The CSR Programmes/projects are monitored and reviewed periodically by the Corporate Social Responsibility Committee.

4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken.

The Company had earmarked Rs.93.64 lakhs towards various CSR initiatives during the year 2021-22. For detailed information relating to list of activities in which expenditure above has been incurred, please refer the Annual Report on CSR Activities in page nos. 38-40 to the Directors' Report.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

Matrimony's CSR initiatives are rolled out directly or in partnership with non-profit organisations. This helps in increasing reach as well as ensuring the adoption of initiative by communities. Company's Representatives track the reach and take necessary steps to make it successful. Further, the CSR projects are evaluated by the CSR Committee to ensure maximum impact of their initiatives.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year?

There are no customer complaints which will have any major business impact. There are 23 Consumer cases pending at the end of the financial year which constitutes 96 percent.

2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks (additional information).

Since the Company is not into manufacturing of products (packaged commodities), the requirement of displaying product labelling is not applicable to its service offerings directly to its products. The Company enables its customers to make informed decisions about the different products by providing them correct and transparent information. The product features and price/charges are informed to the customers before the transaction. Product information is also available on the respective business portals of the Company.

3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year?. If so, provide details thereof, in about 50 words or so.

No.

4. Did your company carry out any consumer survey / consumer satisfaction trends?

The Company recognises that constant feedback is vital in providing great services. The Company on a continuous basis measures satisfaction levels of customers. Facilities are provided to customers in the respective portals, where a customer can freely give its feedback on the services being offered by the Company. Necessary and time bound corrective actions are taken by the Company to improve customer experience.

Independent Auditor's Report

To the Members of Matrimony.com Limited

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying Standalone Ind AS financial statements of Matrimony.com Limited ("the Company"), which comprise the Balance sheet as at March 31, 2022, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Standalone Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Ind AS financial statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the Standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Standalone Ind AS financial statements' section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Standalone Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
Accuracy and completeness of Matchmaking Revenue (as described in Note 2.3(h) and Note 22 of the Standalone Ind AS financial statements)	
Matchmaking services revenues of the Company for the year ended March 31, 2022 constitutes a significant percentage of the total revenue and majority of such revenues are generated through online services. The Company has processes and controls, many of them automated, to ensure that transactions are processed and recorded appropriately.	As an audit response to address this matter, we performed a walkthrough to gain an understanding of the revenue process (including the compliance with revenue recognition requirements of Ind AS 115) to develop an appropriate audit strategy and performed following procedures:
Improper configuration of the IT systems or system generated reports could lead to material misstatement of revenues, accordingly we identified the above as a significant risk in our audit.	<ul style="list-style-type: none"> Involved IT specialists to test relevant IT general controls, application controls and appropriateness of system generated reports; Tested relevant manual and IT dependent controls relating to revenue process including the controls relating to data migration between the operational system and financial accounting system; Tested the completeness and accuracy of the data extracted from the aforesaid systems and performed recalculations to verify the appropriateness of revenue recognized (including cut off procedures) on a test basis;
Therefore, we considered this risk to be a key audit matter in our audit of the financial statements for year ended March 31, 2022.	<ul style="list-style-type: none"> Tests of details for the sample revenue transactions; Assessed the reconciliation of unearned revenue and collections performed by the management and performed sample tests on the same; Read the accounting policies for revenue recognition in the financial statements; Performed analytical procedures over disaggregated data of revenue transactions during the audit period to identify any unusual trends / patterns warranting additional audit procedures; and Read the disclosures made by the management in the financial statements.

We have determined that there are no other key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the Standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the Standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting

policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Ind AS financial statements, including the disclosures, and whether the Standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Ind AS financial statements for the financial year ended March 31, 2022 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid Standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls with reference to these Standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
 - (g) In our opinion, the managerial remuneration for the year ended March 31, 2022 has been paid / provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V to the Act;
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Ind AS financial statements – Refer Note 37 (c) to the Standalone Ind AS financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;

- iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 47 to the Standalone Ind AS financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per Aravind K

Partner

Membership Number: 221268

UDIN: 22221268AIWCHA2363

Place of Signature: Chennai

Date: May 12, 2022

ANNEXURE 1 REFERRED TO IN PARAGRAPH 1 OF THE SECTION ON REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS IN OUR REPORT OF EVEN DATE

Re: Matrimony.com Limited ("the Company")

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) A. The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant, and equipment.
- B. The Company has maintained proper records showing full particulars of intangibles assets.
- (b) All Property, Plant and Equipment were physically verified by the management in the previous year in accordance with a planned program of verifying them once in three years which is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The title deeds of all the immovable properties (other than properties where the Company is the lessee, and the lease agreements are duly executed in favor of the lessee) are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2022.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The Company's business does not require maintenance of inventories and, accordingly, the requirement to report on clause 3(ii)(a) of the Order is not applicable to the Company.
- (b) The Company has not been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks or financial institutions during any point of time of the year on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) (a) During the year the Company has provided loans, advances in the nature of loans, to certain Subsidiaries and Associate as follows:

	Amount (Rs. in Lakhs)
Aggregate amount granted/provided during the year	
Subsidiaries	222.00
Associate	60.00
Balance outstanding as at balance sheet date in respect of above cases	
Subsidiaries	222.00
Associate	60.00

- (b) During the year the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees to the Subsidiaries and Associates are not prejudicial to the Company's interest.
- (c) The Company has granted Loans during the year to Subsidiaries and Associates where the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular.
- (d) There are no amounts of loans and advances in the nature of loans granted to companies, firms, limited liability partnerships or any other parties which are overdue for more than ninety days.

- (e) There were no loans or advance in the nature of loan granted to subsidiaries and Associates which had fallen due during the year.
- (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships, or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- (iv) Loans, investments, guarantees and security in respect of which provisions of Sections 185 and 186 of the Companies Act, 2013 are applicable have been complied with by the Company.
- (v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits or amounts deemed to be deposits to which the provisions of Sections 73 to 76 of the Companies Act, 2013 and rules made there under applies.
- (vi) The Company is not in the business of sale of any goods or provision of such services as prescribed. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.
- (vii) (a) Undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess, and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been delays in few cases of remittance of professional tax and labour welfare fund dues. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues have not been deposited on account of any dispute, are as follows:

Name of Statute	Nature of Dues	Amount* (Rs. in lakhs)	Period to which the amount relates	Forum where the dispute is pending
The Income tax Act 1961	Income tax	319.18	FY 2007-08 & FY 2008-09	High Court of Madras
The Income tax Act 1961	Income tax	387.88	FY 2011-12 to FY 2014-15	Income tax appellate tribunal
The Income tax Act 1961	Income tax	62.80	FY2016-17 to FY 2018-19	Commissioner Income tax (Appeals)
The Finance Act, 1994	Service tax	350.14	FY 2008-09 to FY 2012-13	Customs, Excise, and service tax Appellate tribunal

* Does not include interest and penalty

- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) The Company did not have any outstanding loans or borrowings or interest thereon due to any lender during the year. Accordingly, the requirement to report on clause ix(a) of the Order is not applicable to the Company.
- (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority
- (c) The Company has not obtained any term loans during the year hence, the requirement to report on clause (ix)(c) of the Order is not applicable to the Company.

- (d) The Company did not raise any funds during the year hence, the requirement to report on clause (ix)(d) of the Order is not applicable to the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates, or joint ventures.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) No fraud by the Company or no fraud on the Company has been noticed or reported during the year.
- (b) During the year, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) In our opinion, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- (xiii) Transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.
- (xv) According to the information and explanations given by the management and audit procedures performed by us, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in Section 192 of Companies Act, 2013.
- (xvi) (a) The provisions of Section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (d) The is no Core Investment Companies as part of the Group, hence, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company

- (xvii) The Company has not incurred cash losses in the current year and in the immediately preceding financial year respectively.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios disclosed in Note 43 to the Standalone Ind AS Financial Statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of Section 135 of the Act. This matter has been disclosed in Note 44 to the Standalone Ind AS Financial Statements.
- (b) There are no ongoing projects as specified in sub section (6) of Section 135 of Companies Act, 2013 and hence reporting under this clause is not applicable for the Company.

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per Aravind K

Partner

Membership Number: 221268

Place of Signature: Chennai

Date: May 12, 2022

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE IND AS FINANCIAL STATEMENTS OF MATRIMONY.COM LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Matrimony.com Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the Standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these Standalone Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these Standalone Ind AS financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these Standalone Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Standalone Ind AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these Standalone Ind AS financial statements.

Meaning of Internal Financial Controls Over Financial Reporting with reference to these Financial Statements

A company's internal financial control over financial reporting with reference to these Standalone Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these Standalone Ind AS financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting with reference to these Standalone Ind AS Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these Standalone Ind AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these Standalone Ind AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these Standalone Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these Standalone Ind AS financial statements and such internal financial controls over financial reporting with reference to these Standalone Ind AS financial statements were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per Aravind K

Partner

Membership Number: 221268

Place of Signature: Chennai

Date: May 12, 2022

Standalone Balance Sheet

as at March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

	Notes	As at March 31, 2022	As at March 31, 2021
ASSETS			
Non-current assets			
Property, plant and equipment	3	2,189.76	7,016.75
Right of use assets		6,309.01	5,346.84
Intangible assets	3	242.43	294.63
Investment in subsidiaries and associate	4	1,621.89	626.05
Financial assets			
(a) Security deposits	5	760.15	590.81
(b) Bank balances other than cash and cash equivalents	7	199.75	0.75
(c) Investments	10(b)	1,897.24	-
Deferred tax assets (net)	14	186.69	195.18
Income tax assets (net)		338.75	326.15
Other non-current assets	12	392.77	251.80
		14,138.44	14,648.96
Current assets			
Financial assets			
(a) Security deposits	5	225.64	412.66
(b) Cash and cash equivalents	6	277.55	492.52
(c) Bank balances other than cash and cash equivalents	7	21,725.61	19,088.76
(d) Investments	10(a)	8,596.71	8,501.23
(e) Trade receivables	11	1,135.80	748.31
(f) Loan to Subsidiaries and Associate	8	282.00	-
(g) Other financial assets	9	620.58	570.55
Other current assets	13	570.47	415.97
Assets held for sale	3	4,359.66	-
		37,794.02	30,230.00
		51,932.46	44,878.96
TOTAL ASSETS			
EQUITY AND LIABILITIES			
Equity			
Equity share capital	15	1,144.94	1,143.58
Other equity	16		
(a) Securities premium account		12,953.10	12,821.75
(b) Retained earnings		16,843.40	11,990.60
(c) Share based payment reserve		194.52	141.85
TOTAL EQUITY	A	31,135.96	26,097.78
Non-current liabilities			
Financial liabilities			
(a) Lease liabilities	19	5,617.14	4,787.49
Other non-current liabilities	20	3.45	2.92
		5,620.59	4,790.41
Current liabilities			
Financial liabilities			
(a) Borrowings -	17	-	-
(b) Trade payables	18(a)		
(i) Total outstanding dues of micro enterprises and small enterprises		316.00	5.39
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		4,758.16	3,826.74
(c) Other payables	18(b)	12.83	10.73
(d) Lease liabilities	19	1,316.23	1,183.56
Other current liabilities	20	8,067.01	8,263.45
Provisions	21	705.68	669.61
Liabilities for current tax (net)		-	31.29
		15,175.91	13,990.77
TOTAL LIABILITIES	(B)	20,796.50	18,781.18
TOTAL EQUITY AND LIABILITIES	(A+B)	51,932.46	44,878.96

Summary of significant accounting policies

2.3

The explanatory notes forms an integral part of the standalone financial statements.

As per our report of even date.

For S. R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm Registration No.: 101049W/E300004

Aravind K

Partner

Membership No: 221268

Place: Chennai

Date: May 12, 2022

For and on behalf of the Board of Directors of Matrimony.com Limited**Murugavel Janakiraman**

Chairman & Managing Director

DIN: 00605009

Sushanth S Pai

Chief Financial Officer

Place: Chennai

Date: May 12, 2022

S Vijayanand

Company Secretary

Place: Chennai

Date: May 12, 2022

Standalone Statement of Profit and Loss

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

	Note	Year ended March 31, 2022	Year ended March 31, 2021
Revenue from contracts with customers	22	42,966.68	37,277.81
Finance income	23	1,507.59	1,440.57
Other income	24	611.88	580.07
Total income		45,086.15	39,298.45
EXPENSES			
Employee benefits expense	25	13,057.94	12,578.28
Advertisement and business promotion expenses	28	16,131.18	13,700.34
Other expenses	29	5,197.87	4,565.63
Depreciation and amortisation expense	26	2,632.45	2,589.75
Finance costs	27	531.34	481.18
Total expenses		37,550.78	33,915.18
Profit before tax		7,535.37	5,383.27
Tax expenses	30		
- Current income tax		1,828.70	1,301.22
- Deferred tax (net)		8.49	(14.08)
Total tax expense		1,837.19	1,287.14
Profit for the year (I)		5,698.18	4,096.13
Other comprehensive income			
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
Re-measurement gain / (loss) on defined benefit obligations	31	(68.84)	(0.94)
Income tax effect		17.33	0.24
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods (A)		(51.51)	(0.70)
Other comprehensive income for the year, net of tax (A+B) (II)		(51.51)	(0.70)
Total comprehensive income for the year, net of tax (I + II)		5,646.67	4,095.43
Earnings per share of INR 5 each	32		
Basic earnings per share		24.90	17.98
Diluted earnings per share		24.87	17.96

Summary of significant accounting policies

2.3

The explanatory notes forms an integral part of the standalone financial statements.

As per our report of even date.

For S. R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm Registration No.: 101049W/E300004

Aravind K

Partner

Membership No: 221268

For and on behalf of the Board of Directors of Matrimony.com Limited

Murugavel Janakiraman

Chairman & Managing Director

DIN: 00605009

Sushanth S Pai

Chief Financial Officer

S Vijayanand

Company Secretary

Place: Chennai

Date: May 12, 2022

Place: Chennai

Date: May 12, 2022

Place: Chennai

Date: May 12, 2022

Standalone Statement of Changes in Equity

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

A. EQUITY SHARE CAPITAL:

Equity shares of INR 5 each issued, subscribed and fully paid	No. of shares	Amount
As at April 1, 2020	22,766,173	1,138.31
Issue of equity shares (Note 15)	105,383	5.27
As at March 31, 2021	22,871,556	1,143.58
Issue of equity shares (Note 15)	27,156	1.36
As at March 31, 2022	22,898,712	1,144.94

B. OTHER EQUITY

For the year ended March 31, 2022

Particulars	Securities premium reserve (Note 16)	Retained earnings (Note 16)	Share-based payments reserve (Note 16)	Total other equity
As at April 1, 2021	12,821.75	11,990.60	141.85	24,954.20
(1) Profit for the year	-	5,698.18	-	5,698.18
(2) Other comprehensive income (Note 31)	-	(51.51)	-	(51.51)
(1)+(2) Total comprehensive income	-	5,646.67	-	5,646.67
Exercise of share options (Note 35)	131.35	-	(38.11)	93.24
Share based payment expenses (Note 25)	-	-	97.46	97.46
Transferred from share-based payments reserve upon lapse of vested stock options	-	6.68	(6.68)	-
Cash dividends	-	(800.55)	-	(800.55)
As at March 31, 2022	12,953.10	16,843.40	194.52	29,991.02

For the year ended March 31, 2021

As at April 1, 2020	12,594.90	8,669.24	164.49	21,428.63
(1) Profit for the year	-	4,096.13	-	4,096.13
(2) Other comprehensive income (Note 31)	-	(0.70)	-	(0.70)
(1)+(2) Total comprehensive income	-	4,095.43	-	4,095.43
Exercise of share options (Note 35)	226.85	-	(71.55)	155.30
Share based payment expenses (Note 25)	-	-	71.80	71.80
Transferred from share-based payments reserve upon lapse of vested stock options	-	22.89	(22.89)	-
Cash dividends	-	(796.96)	-	(796.96)
As at March 31, 2021	12,821.75	11,990.60	141.85	24,954.20

The explanatory notes forms an integral part of the standalone financial statements.

As per our report of even date.

For S. R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration No.: 101049W/E300004

Aravind K
Partner
Membership No: 221268

Place: Chennai
Date: May 12, 2022

For and on behalf of the Board of Directors of Matrimony.com Limited

Murugavel Janakiraman
Chairman & Managing Director
DIN: 00605009

Sushanth S Pai
Chief Financial Officer

Place: Chennai
Date: May 12, 2022

S Vijayanand
Company Secretary

Place: Chennai
Date: May 12, 2022

Standalone Statement of Cash flows

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

Particulars	Note	Year ended March 31, 2022	Year ended March 31, 2021
Cash flow from / (used in) operating activities			
Profit before tax		7,535.37	5,383.27
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation and amortisation expense	26	2,632.45	2,589.75
Dividend received from subsidiary	24	(306.80)	(259.52)
Impact of fair value changes of interest free security deposits (net)	23	(63.05)	(61.54)
(Profit) / Loss on sale / write-off of property, plant and equipment (net)		4.11	(1.72)
Unrealised foreign exchange (gain) / loss		(21.65)	32.05
Gain on preclosure of lease agreement	24	(184.34)	(138.05)
Impairment of financial assets (net of reversals)	29	2.57	31.66
Impairment Loss / (Reversal of Impairment) on asset held for sale	29	-	(56.29)
Share based payment expenses	25	97.46	71.80
Provision for litigation		2.05	5.83
Liabilities no longer required written back	24	(39.25)	(3.37)
Interest expense	27	522.68	470.84
Fair value (gain) / loss on mutual fund investments at fair value through profit / loss	23	(318.56)	(481.30)
Interest income	23	(1,125.98)	(897.73)
Operating profit / (loss) before working capital changes		8,737.06	6,685.68
Movement in working capital :			
(Increase) / decrease in financial assets		(352.39)	(446.16)
(Increase) / decrease in other assets		(179.99)	(90.90)
Increase / (decrease) in trade payables		1,219.14	898.36
Increase / (decrease) other liabilities		(156.65)	931.14
Increase / (decrease) in long / short term provisions		(34.82)	(81.84)
Cash generated from / (used in) operations		9,232.35	7,896.28
Income taxes paid (net of refunds)		(1,855.26)	(1,296.47)
Net cash flow from / (used in) operating activities (A)		7,377.09	6,599.81
Cash flow from / (used in) investing activities			
Purchase of property, plant and equipment including intangible assets and capital advances		(766.47)	(989.62)
Proceeds from sale of property, plant and equipment		7.62	4.39
Dividend received from subsidiary		306.80	259.52
Investment in subsidiaries		(995.84)	-
Loan to Subsidiaries and Associate		(282.00)	-
Proceeds from sale of Mutual Funds		10,323.80	11,100.13
Purchase of Mutual Funds		(10,100.72)	(7,085.03)
Interest received		1,080.17	753.58
Redemption of bank deposits (with maturity more than three months)		19,088.76	11,014.78
Investment in bank deposits (with maturity more than three months)		(21,924.61)	(19,089.51)
Investment in Tax free bonds		(1,897.24)	-
Net cash flow / (used in) investing activities (B)		(5,159.73)	(4,031.76)
Cash flows from / (used in) financing activities			
Proceeds from issue of share capital (including securities premium)		94.60	160.58
Dividend paid		(800.55)	(796.96)
Payment of principal portion of lease liabilities		(1,204.18)	(1,164.90)
Interest paid		(522.69)	(470.85)
Net cash flow from / (used in) financing activities (C)		(2,432.82)	(2,272.13)
Net increase / (decrease) in cash and cash equivalents (A+B+C)		(215.46)	295.92
Effect of exchange differences on cash & cash equivalents held in foreign currency		0.49	(1.73)
Cash and cash equivalents at the beginning of the year		492.52	198.33
Cash and cash equivalents at the end of the year (refer note 6)		277.55	492.52

The explanatory notes forms an integral part of the standalone financial statements.

As per our report of even date.

For S. R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm Registration No.: 101049W/E300004

Aravind K

Partner

Membership No: 221268

Place: Chennai

Date: May 12, 2022

For and on behalf of the Board of Directors of Matrimony.com Limited

Murugavel Janakiraman

Chairman & Managing Director

DIN: 00605009

Sushanth S Pai

Chief Financial Officer

Place: Chennai

Date: May 12, 2022

S Vijayanand

Company Secretary

Place: Chennai

Date: May 12, 2022

Notes to the Standalone financial statements

for the year ended March 31, 2022

1. CORPORATE INFORMATION

Matrimony.com Limited ('Matrimony.com' or the 'Company') is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The Company offers online matchmaking services on internet and mobile platforms. The Company delivers matchmaking services to users in India and the Indian diaspora through websites, mobile sites and mobile apps complemented by a wide on-the-ground network in India. Such services are primarily delivered online through popular domain specific web portals like BharatMatrimony.com, CommunityMatrimony.com, AssistedMatrimony.com, EliteMatrimony.com and Jodii.com. Revenue comprises of membership subscription, assisted matrimonial service fees and sales from online advertising packages. The Company has expanded into marriage services such as Mandap & Wedding Bazaar, a listing website for matrimony-related directory services including listings for wedding related services such as wedding planners, venues, cards and caterers.

On September 21, 2017, the Company listed its equity shares with National Stock Exchange of India Limited and BSE Limited. The registered office of the Company is located at TVH Belicia Towers, Tower II, 5th Floor, No. 94, MRC Nagar, Raja Annamalaipuram, Chennai - 600028.

The standalone financial statements were authorised for issue in accordance with a resolution of the directors on May 12, 2022.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1. Basis of preparation

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III).

The standalone financial statements have been prepared on an accrual basis under the historical cost convention except for certain financial assets and financial liabilities are measured at fair value (refer accounting policy regarding financial instruments).

The standalone financial statements are presented in INR (its functional currency) and all values are rounded to the nearest lakhs, except where otherwise indicated.

The standalone financial statements provide comparative information in respect of the previous period. In addition, the Company presents an additional balance sheet at the beginning of the preceding period when there is a retrospective application of an accounting policy, a retrospective restatement, or a reclassification of items in financial statements.

2.2. COVID-19 Impact

The Company has considered the possible effects that may result from COVID-19 in the preparation of these financial statements, including the impact of this pandemic on its business operations, assessed the Company's liquidity position for the next one year and evaluated the recoverability and carrying value of its assets including Property, plant and equipment, Right of Use assets and Investments as at March 31, 2022. Based on its review, consideration of internal and external information up to the date of approval of these financial statements and current indicators of future economic conditions relevant to the Company's operations, management has concluded that there are no adjustments required to the Company's financial statements. However, the estimated impact of COVID 19 might vary from the date of approval of these financial statements and the Company will continue to monitor any material changes to future economic conditions.

Notes to the Standalone financial statements

for the year ended March 31, 2022

2.3. Summary of significant accounting policies

a) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of services, the Company has determined its operating cycle as twelve months for the above purpose of classification as current and non-current.

b) Property, plant and equipment

Property, plant and equipment, capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities, where applicable. Any trade discounts and rebates are deducted in arriving at the purchase price. The Company identifies and determines cost of asset significant to the total cost of the asset, having useful life that is materially different from that of the remaining life. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit or loss as incurred.

Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

Gains or losses arising from de-recognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Notes to the Standalone financial statements

for the year ended March 31, 2022

c) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets/ intangibles under development, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the period in which the expenditure is incurred.

Intangible assets are amortized on a straight-line basis over the estimated useful economic life. All intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Acquired domain names amortized on straight line basis over the period of rights, ranging between 1 to 10 years based on management estimates. Capitalised 'Portal development' expenses are amortized on straight line basis over the period of 3 years.

Computer software are depreciated using the straight-line method over a period based on management's estimate of useful lives of such software (3 to 6 years), or over the license period of the software, whichever is shorter.

The amortisation period and the amortisation method are reviewed at least at each reporting period end. If the expected useful life of the asset is significantly different from previous estimated, the amortisation period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortisation method is changed to reflect the changed pattern. Such changes are treated as changes in accounting estimates.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

d) Depreciation and amortisation

Depreciation on property, plant and equipment is provided using the straight-line method. The Company, based on technical assessment and review of history of asset usage, depreciates certain items of Computer and network equipment, Furniture and fixtures, Office equipment and Plant & machinery over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. The estimated useful lives considered for depreciation of property, plant and equipment are as follows:

Particulars	Years
Furniture and fixtures	2-5
Computer and network equipment	4-6
Vehicles	5-8
Office equipment	2-7
Plant & machinery	5

The identified components are depreciated separately over their useful lives; the remaining components are depreciated over the life of the principal asset.

Leasehold improvements are amortised over the primary period of lease.

Notes to the Standalone financial statements

for the year ended March 31, 2022

e) Leases

Company as lessee

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company applies a single recognition and measurement approach for all leases. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Particulars	Years
Leasehold property	11 months – 9 years

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (g) Impairment of non-financial assets.

Lease Liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Notes to the Standalone financial statements

for the year ended March 31, 2022

f) **Borrowing cost**

Borrowing cost includes interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

g) **Impairment of non-financial assets**

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount, as the higher of an asset's or cash-generating units (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

In assessing value in use, the estimated future cash flows are discounted to their present value at the pre-tax discount rate reflecting current market assessment of time value of money and risks specific to asset. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses of continuing operations are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

h) **Revenue from contracts with customers and other income**

Revenue from contracts with customers is recognised when control of the services is transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those services.

The following specific recognition criteria must also be met before revenue is recognized:

Income from services

Revenues from subscriptions towards matrimony service contracts are recognized pro-rata over the period of the contract as and when services are rendered. The company collects goods and services tax on behalf of the government and, therefore, it is not an economic benefit flowing to the company. Hence, it is excluded from revenue.

Revenue from franchisee services (business license fees) recognised as and when the services are rendered as per the terms of the contract.

Revenue from photography service contracts are recognized on the basis of proportionate completion method where the revenue is recognized proportionately with the degree of completion of services, based on management estimates.

Revenue from other marriage related services are recognized as and when the services are rendered.

Notes to the Standalone financial statements

for the year ended March 31, 2022

Interest income

Interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

Dividends

Revenue is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange of services transferred to the customer. If the Company performs by transferring services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (q) Financial instruments – initial recognition and subsequent measurement.

Contract liabilities

A contract liability is the obligation to transfer services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

i) Foreign currency transactions

The Company's standalone financial statements are presented in INR, which is also the Company's functional currency.

Transactions in foreign currencies entered into by the Company are initially recorded at the functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

Notes to the Standalone financial statements

for the year ended March 31, 2022

j) Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service.

The Company operates a defined benefit gratuity plan, which requires contributions to be made to a separately administered fund.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income.

Short term compensated absences are provided for based on estimates. Long term compensated absences are provided based on the actuarial valuation at the year end. The actuarial valuation is done as per projected unit credit method. The company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

k) Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

l) Taxes

Income tax expense comprises current and deferred taxes. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items recognized directly in equity, in which case it is recognized in equity.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Notes to the Standalone financial statements

for the year ended March 31, 2022

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and written off to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

m) Share based payments

Employees of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

Notes to the Standalone financial statements

for the year ended March 31, 2022

n) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

o) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the standalone financial statements.

p) Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Notes to the Standalone financial statements

for the year ended March 31, 2022

- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

q) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

Subsequent measurement

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

Notes to the Standalone financial statements

for the year ended March 31, 2022

If the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's standalone balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions

The company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

Notes to the Standalone financial statements

for the year ended March 31, 2022

ECL is the difference between all contractual cash flows that are due to the company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the company does not reduce impairment allowance from the gross carrying amount.
- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.
- Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Notes to the Standalone financial statements

for the year ended March 31, 2022

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Financial guarantee contracts

Financial guarantee contracts issued by the company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

r) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the cash flows, cash and cash equivalents consist of cash and short-term deposits.

s) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

t) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (CODM). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Corporate Management Committee.

Segments are organised based on business which have similar economic characteristics as well as exhibit similarities in nature of products and services offered, the nature of production processes, the type and class of customer and distribution methods. Segment revenue arising from third party customers is reported on the same basis as revenue in the financial statements. Inter-segment revenue is reported on the basis of transactions which are primarily market led.

Segment results represent profits before finance charges, unallocated corporate expenses and taxes. "Unallocated Corporate Expenses" include revenue and expenses that relate to initiatives /costs attributable to the enterprise as a whole and are not attributable to segments

Notes to the Standalone financial statements

for the year ended March 31, 2022

u) Cash dividend and non-cash distribution to equity holders of the Company

The Company recognises a liability to make cash or non-cash distributions to equity holders of the Company when the distribution is authorised, and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value re-measurement recognised directly in equity.

Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the statement of profit and loss.

v) Investment in Subsidiaries and Associate

Investment in Subsidiaries and Associate are carried at Cost in the separate financial statements as permitted under Ind AS 27. These investments are assessed for impairment in the manner outlined in Note 2.3(g).

w) Non-current assets held for sale

The Company classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use.

Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale/ distribution should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale and the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets or disposal group is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets (or disposal groups), its sale is highly probable; and it will genuinely be sold, not abandoned. The Company treats sale of the asset or disposal group to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset (or disposal group),
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Property, plant and equipment and intangible are not depreciated, or amortised assets once classified as held for sale. Assets and liabilities classified as held for sale are presented separately from other items in the balance sheet.

Notes to the Standalone financial statements

for the year ended March 31, 2022

2.4 Changes in accounting policies and disclosures

(i) Amendments to Ind AS 116: Covid-19-Related Rent Concessions

The amendments provide relief to lessees from applying Ind AS 116 guidance on lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession from a lessor is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from the Covid-19 related rent concession the same way it would account for the change under Ind AS 116, if the change were not a lease modification.

MCA issued an amendment to Ind AS 116 Covid-19-Related Rent Concessions beyond 30 June 2021 to update the condition for lessees to apply the relief to a reduction in lease payments originally due on or before 30 June 2022 from 30 June 2021.

The amendment applies to annual reporting periods beginning on or after 1 April 2021. In case a lessee has not yet approved the financial statements for issue before the issuance of this amendment, then the same may be applied for annual reporting periods beginning on or after 1 April 2020.

Refer Note 37(b) for the impact of these amendments on the standalone financial statements of the Company.

(ii) Amendments to Ind AS 103: Business combination

The amendment states that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Framework for the Preparation and Presentation of Financial Statements in accordance with Indian Accounting Standards issued by the Institute of Chartered Accountants of India at the acquisition date. Therefore, the acquirer does not recognise those costs as part of applying the acquisition method. Instead, the acquirer recognises those costs in its post-combination financial statements in accordance with other Ind AS.

These amendments are applicable prospectively for annual periods beginning on or after the 1st April 2021. The amendments to the definition of material did not have a significant impact on the company's financial statements.

(iii) Recent accounting pronouncements

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, which inter alia includes the following:

Ind AS 16 – Property Plant and equipment - The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022. The Company has evaluated the amendment and there is no impact on its financial statements.

Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets – The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted. The Company has evaluated the amendment and the impact is not expected to be material.

Notes to the Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

3 Property, plant and equipment and intangible assets

Particulars	Property, plant and equipment					Intangible assets					
	Computers and network equipment	Office equipment	Furniture and fixtures	Leasehold improvements	Land	Vehicles	Total	Web domain	Portal development	Software	Total
Cost as at April 1, 2020	4,335.93	449.60	116.63	465.22	4,359.66	99.35	9,826.39	519.80	33.71	880.61	1,434.12
Additions	528.67	131.91	8.16	48.12	-	-	716.86	127.52	-	59.93	187.45
Disposals	(296.85)	(127.11)	(23.30)	(207.09)	-	-	(654.35)	-	-	-	-
As at March 31, 2021	4,567.75	454.40	101.49	306.25	4,359.66	99.35	9,888.90	647.32	33.71	940.54	1,621.57
Additions	409.66	79.58	15.63	25.11	-	-	529.98	20.24	-	99.70	119.94
Disposals	(323.24)	(128.80)	(30.53)	(54.64)	-	-	(537.21)	(7.61)	-	-	(7.61)
Assets held for sale (refer note b and c)	-	-	-	-	(4,359.66)	-	(4,359.66)	-	-	-	-
As at March 31, 2022	4,654.17	405.18	86.59	276.72	-	99.35	5,522.01	659.95	33.71	1,040.24	1,733.90
Depreciation/Amortisation as at April 1, 2020	1,939.33	268.92	68.33	205.02	-	60.90	2,542.50	263.93	17.52	824.73	1,106.18
Charge for the year	765.84	75.13	16.97	94.40	-	15.21	967.55	160.50	5.92	54.34	220.76
Disposals	(295.79)	(123.42)	(23.09)	(195.60)	-	-	(637.90)	-	-	-	-
As at March 31, 2021	2,409.38	220.63	62.21	103.82	-	76.11	2,872.15	424.43	23.44	879.07	1,326.94
Charge for the year	774.61	99.88	13.74	87.48	-	15.21	990.92	121.60	4.23	46.31	172.14
Disposals	(321.80)	(125.61)	(30.28)	(53.13)	-	-	(530.82)	(7.61)	-	-	(7.61)
Assets held for sale (refer note b and c)	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2022	2,862.19	194.90	45.67	138.17	-	91.32	3,332.25	538.42	27.67	925.38	1,491.47
Net Block											
As at April 1, 2020	2,396.60	180.68	48.30	260.20	4,359.66	38.45	7,283.89	255.87	16.19	55.88	327.94
As at March 31, 2021	2,158.37	233.77	39.28	202.43	4,359.66	23.24	7,016.75	222.89	10.27	61.47	294.63
As at March 31, 2022	1,791.98	210.28	40.92	138.55	-	8.03	2,189.76	121.53	6.04	114.86	242.43
Assets held for sale (refer note b and c)	-	-	-	-	4,359.66	-	4,359.66	-	-	-	-

(a) The amount of borrowing costs capitalised during the year ended March 31, 2022 was ₹ Nil (March 31, 2021: ₹ Nil; April 1, 2020: ₹ Nil).

(b) As at March 31, 2020, the management, basis its comprehensive evaluation of the photography business and the intention to move to lead-based model, had decided that the assets relating to photography business would no longer be used in its operations and these assets were readily available for immediate sale in its present condition. Accordingly, management had classified these assets as assets held for sale and as a matter of prudence, the Company had provided for impairment loss on the carrying value of such assets amounting to ₹ 65.44 lakh to write down their value to Nil as at March 31, 2020. Subsequently, the Company was able to monetise these assets during the year ended March 31, 2021 and the impairment loss provided during the FY 2019-20 was reversed in the previous year.

(c) The company had in 2017, purchased land for construction of office premises, out of the proceeds from fresh issue of equity shares during its Initial Public Offering ("IPO"). The entire IPO proceeds were fully utilized as confirmed by the monitoring agency's report. However, the management decided not to pursue the construction of office premises post the COVID-19 pandemic. Accordingly, the Board of Directors on March 31, 2022, had approved this change of objects, subject to the approval of shareholders. Subsequent to the year-end, the shareholders of the Company also approved the same on May 8, 2022 which enables the company to sell the land as per processes laid down by the Board. Accordingly, the land has been classified as asset held for sale as at March 31, 2022. Management expects to sell the land to buyers in the open market and the completion of sale of land is expected within one year.

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

4 NON CURRENT INVESTMENTS

	As at March 31, 2022	As at March 31, 2021
In subsidiaries (at cost)		
Sys India Private Limited	1.00	1.00
- 99,900 (March 31, 2021 - 99,900) equity shares of Re. 1 each fully paid up		
Consim Info USA Inc., USA	0.45	0.45
- 1,000 (March 31, 2021 - 1,000) equity shares of USD 1 each fully paid up		
Matrimony DMCC, Dubai	10.17	10.17
- 50 (March 31, 2021 - 50) equity shares of AED 1,000 each fully paid up		
Boatman Tech Private Limited (refer i)		
- 16,692 (March 31, 2021 - Nil) equity shares of ₹ 10 each fully paid up	994.96	-
Bangladeshi Matrimony Private Limited (refer ii)		
- 9,785 (March 31, 2021 - Nil) equity shares of TK 10 each fully paid up	0.88	-
In Associate (at cost)		
Astro Vision Futuretech Private Limited	614.43	614.43
- 3,341 (March 31, 2021 - 3,341) equity shares of ₹ 10 each fully paid up		
	1,621.89	626.05
Aggregate amount of unquoted investments (net of impairment allowance)	1,621.89	626.05
Aggregate impairment allowance in the value of investments	-	-

- (i) During the year, the Company has acquired 16,692 equity shares of Boatman Tech Private Limited (Investee) for ₹ 977.79 lakhs, which constitutes 100% of total equity shares of the Investee, by way of share purchase from the existing shareholders. The Company has duly executed share transfer and obtained share certificate dated September 15, 2021, from the Investee.
- (ii) The Company has incorporated an overseas wholly owned subsidiary "Bangladeshi Matrimony Private Limited" during the current year under the Registrar of Joint Stock Companies & Firms, Bangladesh. The company has invested 97,850 TK (₹ 0.88 lakhs) towards equity investment.

5 SECURITY DEPOSITS

(at amortised cost)

	As at March 31, 2022	As at March 31, 2021
Non-current		
Security deposits		
- Considered good	760.15	590.81
- Considered doubtful	26.00	38.16
	786.15	628.97
Less: impairment allowance on deposits	26.00	38.16
	760.15	590.81
Current		
Security deposits		
- Considered good	225.64	412.66
	225.64	412.66
	985.79	1,003.47

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

6 CASH AND CASH EQUIVALENTS

	As at March 31, 2022	As at March 31, 2021
Balances with banks on current accounts	259.58	460.40
Cheques on hand	1.46	11.82
Cash on hand	16.51	20.30
	277.55	492.52

7 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(at amortised cost)

	As at March 31, 2022	As at March 31, 2021
Non-current		
Deposits with original maturity of more than 12 months	199.75	0.75
Current		
Deposits with original maturity of more than 3 months but less than 12 months*	21,725.61	19,088.76

* The Company had pledged ₹ 1,000 lakhs of its deposits to fulfil collateral requirements relating to the overdraft facility with HDFC bank which is repayable on demand. During the current year, the Company has closed the said overdraft facility in April 2021.

8 LOAN TO SUBSIDIARIES AND ASSOCIATE

(at amortised cost)

	As at March 31, 2022	As at March 31, 2021
Loan to Boatman Tech Private Limited	173.00	-
Loan to Bangladeshi Matrimony Private Limited	49.00	-
Loan to Astro Vision Futuretech Private Limited	60.00	-
	282.00	

The Company has granted 10% interest bearing unsecured loan of ₹ 282 lakhs to its subsidiaries and associate to carry out their principal business operations during the current year.

9 OTHER FINANCIAL ASSETS

(at amortised cost)

	As at March 31, 2022	As at March 31, 2021
Interest accrued on fixed deposits	595.06	558.90
Interest accrued on Tax free bonds	9.65	-
Loans to employees		
- Considered good	15.87	11.65
- Considered doubtful	4.52	3.91
	20.39	15.56
Less: impairment allowance	4.52	3.91
	15.87	11.65
	620.58	570.55

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

10(A) INVESTMENTS (AT FAIR VALUE THROUGH PROFIT AND LOSS)

	As at March 31, 2022	As at March 31, 2021
Investment in mutual funds		
55,030.99 units (March 31, 2021: 55,030.99 units) Kotak Money Market Scheme Growth	1,981.39	1,907.89
6,43,535.24 units (March 31, 2021: 6,84,164.15 units) Aditya Birla sun life money manager fund growth	1,906.65	1,949.60
47,68,235.45 units (March 31, 2021: 47,68,235.45 units) Kotak savings fund regular growth	1,663.64	1,608.35
34,835.13 units (March 31, 2021: 34,835.13 units) SBI magnum ultra short duration fund growth	1,687.99	1,629.53
31,539.11 units (March 31, 2021: 6,895.40 units) Tata Money Market Fund Direct Growth	1,206.48	253.05
34,193.32 units (March 31, 2021: Nil units) Aditya Birla Sun Life Savings Fund Regular Growth	150.56	-
Nil units (March 31, 2021: 35,496.91 units) Tata liquid fund - direct plan - growth	-	1,152.81
Aggregate book value of unquoted current investments	8,596.71	8,501.23
Aggregate amount of book value unquoted investments	8,596.71	8,501.23
Aggregate provision for impairment allowance in value of investments	-	-
Aggregate amount of fair value unquoted investments	8,596.71	8,501.23

10(b) Non-Current Investments (at amortised cost)

	Face value (₹)	As at March 31, 2022	As at March 31, 2021
Investment in Tax free bonds			
20,000 units (March 31, 2021: Nil units) NABARD Bonds 7.35%	1,000	242.25	-
20,000 units (March 31, 2021: Nil units) HUDCO Bonds 7.39%	1,000	244.36	-
25,000 units (March 31, 2021: Nil units) IRFC Bonds 7.35%	1,000	307.72	-
20,000 units (March 31, 2021: Nil units) NHAI Bonds 7.39%	1,000	247.37	-
23,325 units (March 31, 2021: Nil units) NHAI Bonds 7.35%	1,000	295.56	-
22,000 units (March 31, 2021: Nil units) NHAI Bonds 7.35%	1,000	278.59	-
22,992 units (March 31, 2021: Nil units) HUDCO Bonds 7.39%	1,000	281.39	-
Aggregate book value of quoted non current investments		1,897.24	-
Aggregate amount of book value quoted investments		1,897.24	-
Aggregate provision for impairment allowance in value of investments		-	-
Aggregate amount of amortised quoted investments		1,897.24	-

11 TRADE RECEIVABLES

(unsecured and at amortised cost)

	As at March 31, 2022	As at March 31, 2021
Trade receivables*	288.38	295.27
Receivables from related parties (refer note 38)	847.42	453.04
	1,135.80	748.31
Trade receivables		
- Considered good	1,135.80	748.31
- Credit impaired	12.79	27.26
	1,148.59	775.57

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

11 Trade receivables (continued)

	As at March 31, 2022	As at March 31, 2021
Impairment Allowance (allowance for bad and doubtful debts)		
- Credit impaired	12.79	27.26
Total current trade receivable	1,135.80	748.31

No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.

* Trade receivables are non-interest bearing and are due immediately.

For terms and conditions relating to related party receivables, refer note 38.

Trade Receivables ageing schedule as at March 31, 2022

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	
(a) Undisputed Trade receivables – considered good	-	1,135.80	-	-	-	-	1,135.80
(b) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(c) Undisputed Trade Receivables – credit impaired	-	0.46	3.63	5.29	2.80	0.61	12.79
(d) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(e) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(f) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-

Trade Receivables ageing schedule as at March 31, 2021

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	
(a) Undisputed Trade receivables – considered good	-	746.78	1.53	-	-	-	748.31
(b) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(c) Undisputed Trade Receivables – credit impaired	-	1.46	5.27	19.05	1.48	-	27.26
(d) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(e) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(f) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

Break up of financial assets carried at amortised cost

	As at March 31, 2022	As at March 31, 2021
Security deposits (non-current) (note 5)	760.15	590.81
Bank balances other than cash and cash equivalents (non-current) (note 7)	199.75	0.75
Security deposits (current) (note 5)	225.64	412.66
Cash and cash equivalents (note 6)	277.55	492.52
Bank balances other than cash and cash equivalents (current) (note 7)	21,725.61	19,088.76
Trade receivables (note 11)	1,135.80	748.31
Other financial assets (note 9)	620.58	570.55
Investments (non-current) (note 10b)	1,897.24	-
Loan to Subsidiaries and Associate (note 8)	282.00	-
Total financial assets carried at amortised cost	27,124.32	21,904.36

12 OTHER NON-CURRENT ASSETS

	As at March 31, 2022	As at March 31, 2021
Capital advances	150.29	34.81
Prepaid expenses (long-term)	35.70	10.21
Balances with Statutory / Government authorities	206.78	206.78
	392.77	251.80

13 OTHER CURRENT ASSETS

	As at March 31, 2022	As at March 31, 2021
Prepaid expenses	311.47	281.28
Balances with Statutory / Government authorities	75.05	108.66
Advance to vendors for supply of goods and services	183.95	26.03
	570.47	415.97

14 DEFERRED TAX ASSETS (NET)

	As at March 31, 2022	As at March 31, 2021
Deferred tax assets	435.39	379.28
Deferred tax liabilities	(248.70)	(184.10)
Deferred tax asset (net)	186.69	195.18
Reconciliation of deferred tax asset (net)		
Opening balance	195.18	181.10
Tax income / (expense) during the year in profit and loss	(8.49)	14.08
Closing balance	186.69	195.18

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

14 Deferred tax assets (net) (continued)

Deferred tax relates to the following

Particulars	Balance sheet		Profit and Loss		OCI	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Deferred tax liability						
Impact of fair valuation on mutual funds at fair value through profit or loss	248.70	184.10	64.60	1.87	-	-
CSR donation made subsequent to the year-end which is eligible for deduction during the year	-	-	-	(25.17)	-	-
Gross deferred tax liability	248.70	184.10	64.60	(23.30)	-	-
Deferred tax asset						
Impact of lease liability recognised as per Ind AS 116	206.61	199.62	6.99	19.84	-	-
Impact of expenditure charged to the statement of profit and loss but allowed for tax purposes on payment basis	83.58	87.14	(3.56)	(44.03)	-	-
Impairment allowance on doubtful debts and advances	4.36	7.85	(3.49)	1.90	-	-
Capital expenditure disallowed	8.21	5.06	3.15	-	-	-
Impairment allowance on deposits	6.54	10.01	(3.47)	6.07	-	-
Impact of Difference between written down value of property, plant and equipment in books for financial reporting and tax books	125.83	69.34	56.49	7.00	-	-
Others Ind AS adjustment	0.26	0.26	-	-	-	-
Gross deferred tax asset	435.39	379.28	56.11	(9.22)	-	-
Net deferred tax asset / (deferred tax liability)	186.69	195.18	(8.49)	14.08	-	-

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

15 SHARE CAPITAL

	As at March 31, 2022	As at March 31, 2021
Authorised shares		
3,60,00,000 Equity shares of ₹5/- each (March 31, 2021: 3,60,00,000 Equity shares of ₹5/- each)	1,800.00	1,800.00
42,00,000 (March 31, 2021: 42,00,000) Optionally Convertible Preference Shares (OCPS) / Compulsorily Convertible Preference Shares (CCPS) of ₹5/- each	210.00	210.00
Issued, subscribed and fully paid-up equity shares		
2,28,98,712 Equity shares of ₹5/- each (March 31, 2021: 2,28,71,556 Equity shares of ₹5/- each)	1,144.94	1,143.58
	1,144.94	1,143.58

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity shares

	As at March 31, 2022		As at March 31, 2021	
	No. of shares	Amount	No. of shares	Amount
At the beginning of the year	22,871,556	1,143.58	22,766,173	1,138.31
Issued during the year - ESOP (refer note 35)	27,156	1.36	105,383	5.27
Outstanding at the end of the year	22,898,712	1,144.94	22,871,556	1,143.58

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

15 Share Capital (continued)

(b) Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 5/- per share. Each holder of equity shares is entitled to one vote per share. All these shares have the same rights and preference with respect to payment of dividend, repayment of capital and voting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shareholders holding more than 5% shares in the Company

Equity shares of ₹5/- each fully paid

Name of shareholder	March 31, 2022		March 31, 2021	
	No. of shares	% holding in the class	No. of shares	% holding in the class
Murugavel Janakiraman*	11,481,016	50.14%	11,478,766	50.19%
Nalanda India Equity Fund Limited	2,261,722	9.88%	2,261,722	9.89%
Massachusetts Institute of Technology	1,953,000	8.53%	1,953,000	8.54%
SBI Small Cap Fund	32,489	0.14%	1,211,951	5.30%

* In Extraordinary General Meeting held on August 5, 2015, the Shareholders approved the consolidation of shares as follows - every 5 (Five) existing equity shares of nominal face value of ₹ 3/- (Rupee Three Only) each fully paid up into 3 (Three) equity shares of nominal face value of ₹ 5/- (Rupees Five Only) each fully paid-up and every 5 (Five) existing preference shares of nominal face value of ₹ 3/- (Rupee Three Only) each fully paid up into 3 (Three) preference shares of nominal face value of ₹ 5/- (Rupees Five Only) each fully paid-up. Consequent to the consolidation of shares mentioned above, 12 equity shares representing fractions of less than one equity share of ₹ 5/- each have been transferred to Mr. Murugavel Janakiraman, Promoter and Managing Director, who will act as a trustee for and on behalf of such equity shareholders holding fractional shares.

(d) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

	2021	2020	2019	2018	2017
Securities premium utilised for Bonus Shares issued on conversion of CCPS (refer note (i))	-	-	-	-	138.90

(i) On August 10, 2016, the Company converted 63,85,672 compulsorily convertible preference shares into equity shares in the ratio of 1:1.77 and securities premium was utilised to the extent of ₹ 138.90 lakhs for the conversion.

(e) Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option plan of the Company, refer note 35.

(f) During the year ended March 31, 2022, the Company has not issued shares for consideration other than cash.

(g) Shares held by promoters at the end of the year

	As at March 31, 2022	As at March 31, 2021
Change in Promoters holding during the year (%)	(0.05%)	(0.23%)

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

15 Share Capital (continued)

Details of Promoters shareholding

Promoters Name	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
Murugavel Janakiraman	11,481,016	50.14%	11,478,766	50.19%
Total	11,481,016	50.14%	11,478,766	50.19%

16 OTHER EQUITY

	As at March 31, 2022	As at March 31, 2021
(a) Securities premium		
Opening balance	12,821.75	12,594.90
Add: premium on exercise of stock options	131.35	226.85
Closing balance	12,953.10	12,821.75
(b) Retained earnings		
Opening balance	11,990.60	8,669.24
Profit for the year	5,698.18	4,096.13
Re-measurement gain / (loss) on defined benefit plans (net of tax impact) (refer note 31)	(51.51)	(0.70)
Add: transferred from share-based payments reserve upon lapse of stock options	6.68	22.89
Less: Cash dividend	(800.55)	(796.96)
Closing balance	16,843.40	11,990.60
Distribution made and proposed		
Cash dividends on equity shares declared and paid:		
Final dividend for the year ended on 31 March 2022: ₹ Nil per share (31 March 2021: ₹ 3.5 per share)	800.50	796.82
	800.50	796.82
Proposed dividends on equity shares:		
Final dividend for the year ended on 31 March 2022: ₹ 5 per share (31 March 2021: ₹ 3.5 per share)	1,144.94	800.50
	1,144.94	800.50

Proposed dividend on equity shares are subject to approval at the annual general meeting and are not recognised as a liability as on March 31.

	As at March 31, 2022	As at March 31, 2021
(c) Share based payments reserve		
Opening balance	141.85	164.49
Addition during the year	97.46	71.80
Less: transferred to security premium on exercise of stock options	(38.11)	(71.55)
Less: transferred to retained earnings upon lapse of stock options	(6.68)	(22.89)
Closing balance	194.52	141.85
Total other equity	29,991.02	24,954.20

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

17 BORROWINGS

(at amortised cost)

	As at March 31, 2022	As at March 31, 2021
Current		
Bank overdraft (secured)*	-	-
Total	-	-
Effective interest rate (%)	NA	6.03%

* The Company had maintained an overdraft facility with HDFC bank which was repayable on demand. The said facility was secured by way of lien on fixed deposit up to the extent of ₹ 1,000 lakhs marked in favour of the bank. During the current year, the Company has closed the said overdraft facility.

18 TRADE & OTHER PAYABLES

(at amortised cost)

	As at March 31, 2022	As at March 31, 2021
(a) Trade payables		
Current		
Trade payables (refer note 33)	4,450.97	3,454.53
Dues to employees	621.48	371.70
Dues to related parties (refer note 38)	1.71	5.90
	5,074.16	3,832.13

Trade payables ageing schedule as at March 31, 2022

Particulars	Outstanding for the following periods from the due date of payment					
	Not due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(a) MSME	316.00	-	-	-	-	316.00
(b) Others	2,204.75	2,430.56	76.98	18.36	27.51	4,758.16
(c) Disputed Dues- MSME	-	-	-	-	-	-
(d) Disputed Dues- others	-	-	-	-	-	-

Trade payables ageing schedule as at March 31, 2021

Particulars	Outstanding for the following periods from the due date of payment					
	Not due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(a) MSME	-	-	-	5.39	-	5.39
(b) Others	1,757.97	1,916.24	63.47	89.06	-	3,826.74
(c) Disputed Dues- MSME	-	-	-	-	-	-
(d) Disputed Dues- others	-	-	-	-	-	-

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

18 Trade & other payables (continued)

(b) Other payables

	As at March 31, 2022	As at March 31, 2021
Current		
Payables for capital purchases	12.83	10.73
	12.83	10.73

Trade payables and other payables are generally non-interest bearing and is in the range of 0 to 3 months.

For Company's credit risk management process refer note 41.

19 LEASE LIABILITIES

	As at March 31, 2022	As at March 31, 2021
Non-current		
Lease liabilities	5,617.14	4,787.49
Current		
Lease liabilities	1,316.23	1,183.56
	6,933.37	5,971.05

Break up of financial liabilities carried at amortised cost

	As at March 31, 2022	As at March 31, 2021
Non-current lease liabilities (note 19)	5,617.14	4,787.49
Current maturity of lease liabilities (note 19)	1,316.23	1,183.56
Trade payables (note 18(a))	5,074.16	3,832.13
Other payables (note 18(b))	12.83	10.73
Total financial liabilities carried at amortised cost	12,020.36	9,813.91

20 OTHER LIABILITIES

	As at March 31, 2022	As at March 31, 2021
Non-current		
Deferred revenue	3.45	2.92
Current		
Deferred revenue	7,452.22	7,528.73
Advances from customers	32.91	23.35
Withholding and other taxes payable	581.88	711.37
	8,067.01	8,263.45
	8,070.46	8,266.37

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

21 PROVISIONS

	As at March 31, 2022	As at March 31, 2021
Current		
Provision for employee benefits		
- Provision for gratuity (refer note 36)	165.31	109.23
- Provision for leave benefits	239.31	261.37
Other provisions		
Provision for litigations (refer note below)	301.06	299.01
	705.68	669.61
Provision for litigations:		
The movement of provision for litigation during the period is given below:		
Opening balance	299.01	283.37
Addition	2.05	15.64
Utilisation	-	-
Closing balance	301.06	299.01

Note:

- (a) **Employees' Provident Fund (EPF):** During the year ended March 31, 2015, the Company received a demand order from Regional Commissioner of Provident Fund, on account of non-inclusion of various allowances for the calculation of Provident Fund (PF) contribution for the period April 2012 to May 2014, which was disputed by the Company. Pending conclusion of the related proceedings, the Honourable Supreme Court issued an order dated February 28, 2019, in a matter similar to the case involving the company as detailed above. Subsequently, during the year 2019-20, the Company received demand order from PF Recovery Officer to pay ₹ 162.91 lakhs to the respective employee PF accounts or by way of Demand Draft (DD) in favour of Regional Provident Fund Commissioner. The Company during the year 2019-20, obtained an interim stay on this demand by depositing 25% of the demand and had further remitted an additional demand amount of ₹ 9.81 Lakhs on protest.

There are numerous interpretative issues relating to this Supreme Court judgement. The Company based on legal advice received and management's evaluation and best estimate, had made a provision for the demand including interest amounting to ₹ 173.91 lakhs in respect of identifiable employees during the year 2019-20. Although basis the legal opinion, Company is not bound to pay PF contribution in respect of non-identifiable employees, as a matter of prudence, the Company had also provided for the demand amounting to ₹ 69.96 lakhs in respect of non-identifiable employees during the year 2019-20. Overall, the Company had accounted a total provision including interest of ₹ 243.87 lakhs as on March 31, 2020. During the year 2020-21, the Company has remitted the remaining demand amount along with the interest and penalty amounting to ₹ 129.98 lakhs under protest. The Company has also provided for the incremental interest of ₹ 2.71 lakhs for identifiable employees during the year 2020-21. As at March 31, 2022, the Company has accounted total provision including interest of ₹ 256.39 lakhs.

The Company has created the above provision without prejudice to its legal rights under the Employees Provident Fund and Miscellaneous Provisions Act, 1952. The Company has disclosed the interest on such demand relating to non-identifiable employees and the damages as contingent liability (refer note 37(c)). Based on evaluation of the Supreme Court order, the management has determined that the position followed by it for periods subsequent to the demand (as above), i.e. from May 2014 is appropriate and will update its provision on receiving further clarity on the subject.

- (b) **Service tax:** The Company received a demand order of ₹ 350.14 lakhs along with interest and penalty from Commissioner of Service Tax for non-payment of service tax on certain services made during the period FY 2008-09 to 2012-13.

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

21 Provisions (continued)

While the liability has been confirmed by the Commissioner of Goods and Service Tax, the Company disputes the same and has filed appeal with Customs Excise and Service Tax Appellate Tribunal (CESTAT) and has deposited ₹ 26.26 lakhs towards statutory pre-deposit for filing appeal. As a matter of prudence, the Company has provided ₹ 13.69 lakhs for service tax demand and ₹ 25.82 lakhs for interest during FY 2019-20 and an additional amount of 3.12 lakhs and 2.05 lakhs during FY 2020-21 & FY 2021-22 respectively. Based on evaluation of the technical position as well as legal advice obtained from experts, the management believes that the ultimate outcome of this proceedings would be favourable. Accordingly, the Company has disclosed the balance demand amount of ₹ 336.46 lakhs and interest and penalty aggregating to ₹ 1,001.90 lakhs as contingent liability (also refer note 37(c)).

22 REVENUE FROM CONTRACTS WITH CUSTOMERS

	Year ended March 31, 2022	Year ended March 31, 2021
Income from services	42,808.55	37,114.57
Business license fee	158.13	163.24
	42,966.68	37,277.81

Disaggregated revenue information

Set out below is the disaggregation of the Company revenue from contracts with customers:

	Year ended March 31, 2022	Year ended March 31, 2021
Type of service:		
Match making services	42,517.73	37,062.16
Marriage services	448.95	215.65
Total revenue from contracts with customers	42,966.68	37,277.81
Geographical revenue:		
India	36,976.36	31,750.54
Outside India	5,990.32	5,527.27
Total revenue from contracts with customers	42,966.68	37,277.81
Timing of revenue recognition:		
Service transferred at a point in time	-	28.76
Services transferred over time	42,966.68	37,249.05
Total Revenue from contracts with customers	42,966.68	37,277.81

Contract balances

	As at March 31, 2022	As at March 31, 2021
Trade receivables	1,135.80	748.31
Contract assets	-	-
Contract liabilities	7,488.58	7,554.99

Contract liabilities include long-term and short-term advances received to deliver subscriptions services.

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

22 Revenue from contracts with customers (continued)

Set out below is the amount of revenue recognised from:

	Year ended March 31, 2022	Year ended March 31, 2021
Amounts included in contract liabilities at the beginning of the year	7,552.07	6,837.70

Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price:

Due to Company's nature of business and the type of contracts entered with the customers, the company does not have any difference between the amount of revenue recognized in the statement of profit and loss and the contracted price.

Performance obligation

Information about the Company's performance obligations are summarised below:

Matchmaking services

The performance obligation is satisfied over the period of subscription ranging from 1 to 24 months and the payment is collected upfront.

Marriage services

Marriage services consist of WeddingBazaar services, MatrimonyMandap services and Photography services. Photography services is rendered under Wedding Bazaar as part of market place model.

-Wedding Bazaar services

The primary performance obligation under Wedding bazaar services contract is satisfied over the period of subscription and the payment is collected upfront. Further, the Company also provides leads to the contracted customer and the charges per lead is deducted against the advance collected from the customer. The Company also charges a fixed fee for other services provided under the contract for which the performance obligation is satisfied over the period of the contract. There are no significant financing component in these contracts.

-Matrimony Mandap Services

The primary performance obligation under Matrimony Mandap services contract is satisfied over the period of subscription and the payment is collected upfront. In case of commission contracts, the performance obligation is to secure booking of mandap and the Company collects commission upon each successful booking. There are no significant financing component in these contracts.

-Photography services

The performance obligation is satisfied upon occurrence of the photography event / delivery of video footage or photo album as per the contract with customers. The Company collects some portion of the selling price as an advance which differs from case to case basis, however there are no significant financing component in these contracts. Photography services is rendered under Wedding Bazaar as part of market price model.

There are no significant return / refund / other obligations for any of the above mentioned services.

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

23 FINANCE INCOME

	Year ended March 31, 2022	Year ended March 31, 2021
Interest income from:		
- Bank deposits	1,100.69	895.03
- Finance income recognised on interest-free security deposits	63.05	61.54
- Interest on loan	13.65	2.70
- Interest Income from Tax free bonds	11.64	-
Fair value gain on mutual fund investments at fair value through profit or loss	318.56	481.30
	1,507.59	1,440.57

24 OTHER INCOME

	Year ended March 31, 2022	Year ended March 31, 2021
Liabilities no longer required written back	39.25	3.37
Agency commission income (refer note 38)	16.80	16.80
Government contribution to employee provident fund*	5.07	31.55
Dividend from equity investment	306.80	259.52
Gain on preclosure of lease agreement	184.34	138.05
Reversal of impairment on assets held for sale	-	56.29
Miscellaneous income	59.62	74.49
	611.88	580.07

*Government grants

	Year ended March 31, 2022	Year ended March 31, 2021
At April 1	-	-
Received during the year	5.07	31.55
Released to the statement of profit and loss	(5.07)	(31.55)
At March 31	-	-

Government grant have been received under Pradhan Mantri Rojgar Protsahan Yojana ('PMRPY') scheme for incentivising employers for generation of new employments.

25 EMPLOYEE BENEFIT EXPENSE

	Year ended March 31, 2022	Year ended March 31, 2021
Salaries, wages and bonus	11,861.86	11,454.13
Contribution to provident and other fund	696.73	717.74
Gratuity expense (refer note 36)	97.24	105.66
Share based payment expenses (refer note 35)	97.46	71.80
Staff welfare expenses	220.74	163.71
Recruitment and training	83.91	65.24
	13,057.94	12,578.28

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

25 Employee benefit expense (continued)

Note on Social Security Code:

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

26 DEPRECIATION AND AMORTISATION EXPENSE

	Year ended March 31, 2022	Year ended March 31, 2021
Depreciation of tangible assets	2,460.31	2,368.99
Amortisation of intangible assets	172.14	220.76
	2,632.45	2,589.75

27 FINANCE COST

	Year ended March 31, 2022	Year ended March 31, 2021
Bank charges	8.65	10.34
Interest	522.69	470.84
	531.34	481.18

28 ADVERTISEMENT AND BUSINESS PROMOTION EXPENSES

	Year ended March 31, 2022	Year ended March 31, 2021
Advertisement	16,119.46	13,691.34
Business promotion expenses	11.72	9.00
	16,131.18	13,700.34

29 OTHER EXPENSES

	Year ended March 31, 2022	Year ended March 31, 2021
Web hosting charges	1,048.96	684.20
Electricity	400.91	382.74
Rates and taxes	16.82	12.98
Insurance	122.42	91.54
Repairs and maintenance - others	417.50	436.80
Travelling and conveyance	103.18	64.81
Communication costs	831.63	776.41
Printing and stationery	11.17	9.96
Legal and professional fees#	868.16	619.38
Directors' sitting fees	90.75	74.50
Directors' commission	30.00	25.29
Exchange differences (net)	-	57.43

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

29 Other expenses (continued)

	Year ended March 31, 2022	Year ended March 31, 2021
Impairment allowance on financial assets	32.78	31.66
Less: Bad debts written off	(30.21)	-
Impairment allowance on financial assets (net)	2.57	31.66
Collection charges	802.98	846.93
Outsourced photography service charges	-	16.12
Astromatch Expenses	24.81	18.37
Domain Renewal & Registration	32.61	29.17
Web SMS Services	256.18	213.11
CSR expenses (refer note 44)	93.64	148.68
Miscellaneous expenses	43.58	25.55
	5,197.87	4,565.63
	Year ended March 31, 2022	Year ended March 31, 2021
# Payment to auditor (Included under legal and professional fees)		
As auditor:		
Audit fee	31.00	31.00
Limited review	12.00	12.00
Tax audit fee	1.00	1.00
In other capacity:		
Others (including certification fees)	1.20	1.00
Reimbursement of expenses	0.10	-
	45.30	45.00

30 INCOME TAX EXPENSE

The major components of income tax expense for the years ended March 31, 2022 and March 31, 2021 are:

Profit or loss section

	Year ended March 31, 2022	Year ended March 31, 2021
Current tax:		
Current income tax charge	1,828.70	1,301.22
Deferred tax:		
Relating to the origination and reversal of temporary differences	8.49	(14.08)
Income tax expense reported in the statement of profit and loss	1,837.19	1,287.14
Other comprehensive income (OCI) section		
Net loss on re-measurement of defined benefit obligation	(17.33)	(0.24)
Income tax charged to OCI	(17.33)	(0.24)

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

30 Income tax expense (continued)

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2022 and March 31, 2021:

The tax on the Company's profit before tax differs from the theoretical amount that would arise using the standard rate of corporation tax in India (25.17% for year ended March 31, 2022 and March 31, 2021) as follows:

	Year ended March 31, 2022	Year ended March 31, 2021
Accounting profit before income tax (A)	7,535.37	5,383.27
Profit before income tax multiplied by standard rate of corporate tax in India of 25.17% (31 st March 2021: 25.17%)	1,896.50	1,354.86
Adjustments		
Non-deductible expenses	20.83	4.69
Deduction u/s 80JJAA of the Income Tax Act, 1961	-	(7.10)
Dividend income-exempt from tax	(77.21)	(65.31)
Interest exempt from Tax	(2.93)	-
At the effective income tax rate of 24.38% (31st March 2021: 23.91%)	1,837.19	1,287.14
Total current tax expense reported in the statement of profit and loss	1,837.19	1,287.14
Total tax expense	1,837.19	1,287.14
Reconciliation of total tax expenses		
Income tax expense reported in the statement of profit and loss	1,837.19	1,287.14
Total tax expense	1,837.19	1,287.14

The Company has elected to exercise the option permitted under section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance 2019. Accordingly, the Company has recognized provision for current tax and deferred tax basis the rate prescribed in the said section.

31 COMPONENTS OF OTHER COMPREHENSIVE INCOME (OCI)

The disaggregation of changes to OCI by each type of reserve in equity is shown below:

	Year ended March 31, 2022	Year ended March 31, 2021
Re-measurement losses on defined benefit plans (net of tax impact)	(51.51)	(0.70)
	(51.51)	(0.70)

32 EARNINGS PER SHARE (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the company by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

32 Earnings per share (EPS) (continued)

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	Period ended March 31, 2022	Year ended March 31, 2021
Profit attributable to equity holders of the company	5,698.18	4,096.13
Weighted average number of equity shares		
- Basic	22,884,159	22,781,849
Effect of dilution:		
(i) Share options	28,018	27,047
- Diluted	22,912,177	22,808,896
Earning per share of ₹5.00/- each		
- Basic	24.90	17.98
- Diluted	24.87	17.96

There have been no other transactions involving Equity shares or potential Equity shares between the reporting date and the date of authorisation of these financial statements.

33 DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER THE MICRO, SMALL & MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

The information regarding micro or small enterprise has been determined on the basis of information available with the management and Dues including interest to Micro, Small and Medium Enterprises as on March 31, 2022 are ₹ Nil (March 31, 2021: 5.39 lakhs).*

The following are the break up of dues to Micro, small and Medium Enterprises:

Particulars	Period ended March 31, 2022	Year ended March 31, 2021
Principal amount due to suppliers under MSMED Act	-	6.59
Interest accrued and due to suppliers under MSMED Act, on the above amount	-	0.46
Payment made to suppliers (Other than interest) beyond the appointed day, during the year	7.14	2.99
Interest paid to suppliers under MSMED Act (Section 16)	3.87	-
Interest due to suppliers under MSMED Act, for payments already made	-	4.93
Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act	-	5.39

* During the earlier years, the Company received notice from Micro and Small Enterprises Facilitation Council based on application filed by one of the suppliers claiming ₹ 10.11 Lakhs as additional payment for service rendered as per the work contract. The Company was not informed of the status of MSME by the supplier despite request from the Company and hence, could not determine the status as to whether the supplier is a micro or small or medium enterprise under the Act. As a matter of prudence, the Company, during the earlier years, has provided interest under MSMED Act of ₹ 5.39 lakhs. During the current year, the Company has entered into a settlement with this supplier resulting in withdrawal of all related claims upon payment of agreed amounts by the Company. Pursuant to the settlement entered into, the Company has reversed the excess interest accrued amounting to ₹ 1.60 lakhs.

34 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in conformity with Ind AS requires the Company's management to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities recognised in the financial statements that are not readily apparent from other sources. The judgements, estimates and associated assumptions are based on historical experience and other factors including estimation of effects of uncertain future events that are considered to be relevant. Actual results may differ from these estimates.

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

34 Significant accounting judgements, estimates and assumptions (continued)

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates (accounted on a prospective basis) are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. The following are the critical judgements and estimations that have been made by the management in the process of applying the Company's accounting policies that have the most significant effect on the amounts recognised in the financial statements and/or key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(A) Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements.

(i) Taxes

Determining of income tax liabilities using tax rates and tax laws that have been enacted or substantially enacted requires the management to estimate the level of tax that will be payable based upon the Company's / expert's interpretation of applicable tax laws, relevant judicial pronouncements and an estimation of the likely outcome of any open tax assessments including litigations or closures thereof.

Deferred income tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, unabsorbed depreciation and unused tax credits could be utilized.

In respect of other taxes which are in disputes, the management estimates the level of tax that will be payable based upon the Company's / expert's interpretation of applicable tax laws, relevant judicial pronouncements and an estimation of the likely outcome of any open tax assessments including litigations or closures thereof.

(ii) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 40 for further disclosures.

(iii) Lease

The Company has entered into leases for office premises and retail outlets. The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company has several lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

34 Significant accounting judgements, estimates and assumptions (continued)

(B) Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when these financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(i) Impairment of non - financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill and other intangibles with indefinite useful lives recognised by the Company.

(ii) Defined benefit plans

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Further details about gratuity obligations are disclosed in Note 36.

(iii) Share-based payments

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimation requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The Black Scholes valuation model has been used by the Management for share-based payment transactions. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 35.

(iv) Depreciation on property, plant and equipment

The management has estimated the useful life of its property, plant and equipment based on technical assessment. The estimate has been supported by independent assessment by internal technical experts and review of history of asset usage. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

(v) Leases - Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

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for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

35 EMPLOYEE STOCK OPTION PLANS

Employee stock option scheme

On October 13, 2010, the Board of Directors approved the Employee Stock Option Scheme for providing stock options to its employees ("ESOS 2010"). The said scheme has been subsequently amended and renamed as Employee Stock Option Scheme 2014 ("ESOS 2014" or "Scheme") vide resolution passed in the Board Meeting dated April 7, 2014. The Scheme has also been approved by Extra-Ordinary General Meeting of the members of the Company held on November 19, 2010 and April 11, 2014, noting the approval accorded to the original Scheme and the subsequent amendments respectively. The Scheme is administered by the Nomination and Remuneration Committee of the Board. The details of Scheme are given below:

Exercise period:

As per the Scheme, the options can be exercised with in a period of 5 years from the date of vesting.

The expense recognised (net of reversal) for share options during the year is ₹ 97.46 lakhs (March 31, 2021: 71.80 lakhs). There are no cancellations or modifications to the awards in March 31, 2022 or March 31, 2021.

The grant wise information is as below:

Grant	Date of Grant	Number of options granted	Vesting period	Manner of vesting
Grant 3, 4, 5 & 6	April 14, 2014	381,772	14-Apr-2015 to 01-Oct-2018	Eligible on a graded manner over four years and six months period with 30% of the grants vesting at the end of 12-30 months from the date of grant. The remaining 30% and 40% of the grants vest at the end of 24-42 months from the date of grant and 36-54 months from the date of grant respectively.
Grant 7 & 8	September 25, 2014	26,531	01-Apr-2016 to 01-Oct-2018	Eligible on a graded manner over four years period with 30% of the grants vesting at the end of 18-24 months from the date of grant. The remaining 30% and 40% of the grants vest at the end of 30-36 months from the date of grant and 42-48 months from the date of grant respectively.
Grant 9	July 17, 2015	80,000	01-Oct-2016 to 01-Oct-2019	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from October 1, 2016.
Grant 10	February 9, 2016	9,600	01-Apr-2017 to 01-Apr-2020	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from April 1, 2017.
Grant 11	June 30, 2016	2,000	01-Jul-2017 to 01-Jul-2020	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from July 1, 2017.
Grant 12	March 21, 2018	10,200	01-Apr-2019 to 01-Apr-2021	Eligible on a graded manner over three years period with 30% of the grants vesting at the end of 12 months from the date of grant. The remaining 30% and 40% of the grants vest at the end of 24 months from the date of grant and 36 months from the date of grant respectively.
Grant 13	March 21, 2018	3,000	01-Apr-2019 to 01-Apr-2020	Eligible on a graded manner over 2 years period with 40% of the grants vesting at the end of 12 months starting from April 1, 2019. The remaining 60% of the grants vest at the end of 24 months from the date of grant.
Grant 14	March 21, 2018	3,600	01-Apr-2019 to 01-Apr-2020	Eligible on a graded manner over 2 years period with 40% of the grants vesting at the end of 12 months starting from April 1, 2019. The remaining 60% of the grants vest at the end of 24 months from the date of grant.

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for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

35 Employee stock option plans (continued)

Grant	Date of Grant	Number of options granted	Vesting period	Manner of vesting
Grant 15	March 21, 2018	5,000	01-Apr-2019	100% of the grants will vest on April 1, 2019.
Grant 16	March 21, 2018	1,500	01-Apr-2019	100% of the grants will vest on April 1, 2019.
Grant 17	October 31, 2018	5,000	01-Nov-2019 to 01-Nov-2020	Eligible on a graded manner over 2 years period with 50% of the grants vesting at the end of 12 months starting from November 1, 2019. The remaining 50% of the grants vest at the end of 24 months from the date of grant.
Grant 18	October 31, 2018	10,000	01-Nov-2019 to 01-Nov-2022	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from November 1, 2019.
Grant 19	February 12, 2019	12,000	01-Mar-2020 to 01-Mar-2022	Eligible on a graded manner over three years period with 33.33% of the grants vesting at the end of every 12 months starting from March 1, 2020.
Grant 20	May 9, 2019	45,200	09-May-2020 to 09-May-2023	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from May 9, 2020.
Grant 21	February 5, 2020	19,300	05-Feb-2021 to 05-Feb-2024	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from February 5, 2021.
Grant 22	March 24, 2020	16,100	24-Mar-2021 to 24-Mar-2024	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from March 24, 2021.
Grant 23	May 20, 2020	45,200	20-May-2021 to 20-May-2024	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from May 20, 2021.
Grant 24	November 5, 2020	20,000	05-Nov-2021 to 05-Nov-2024	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from November 05, 2021.
Grant 25	February 4, 2021	15,300	04-Feb-2022 to 04-Feb-2025	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from February 04, 2022.
Grant 26	August 11, 2021	15,900	10-Aug-2024	100% of the grants will vest on August 10, 2024.
Grant 27	October 20, 2021	21,500	20-Oct-2022 to 20-Oct-2025	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from October 20, 2022.
Grant 28	February 9, 2022	3,075	10-Feb-2023 to 10-Feb-2025	Eligible on a graded manner over three years period with 33.33% of the grants vesting at the end of every 12 months starting from February 10, 2023.
Grant 29	March 4, 2022	5,000	04-Mar-2023 to 04-Mar-2026	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from March 04, 2023.

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

35 Employee stock option plans (continued)

Activity in the options outstanding under 'ESOS 2014':

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Outstanding at the beginning of the year	146,578	208,561
Options lapsed during the year	(37,200)	(37,100)
Option granted during the year	45,475	80,500
Options exercised during the year	(27,156)	(105,383)
Outstanding at the end of the year	127,697	146,578
Exercisable at the end of the year	25,097	26,438

The weighted average share price at the date of exercise of the options was ₹ 922.94/- (Face value ₹ 5/- per share).

The range of exercise prices for options outstanding at the end of the year was ₹ 336.40 to ₹ 1,086.80 (March 31, 2021: ₹ 103 to ₹ 844.45).

The weighted average remaining contractual life for the share options outstanding as at March 31, 2022 is in the range of 0.50 to 4.85 years (March 31, 2021: 0.50 to 4.92 years).

The following tables list the inputs to the models used for ESOS 2014 for the years ended March 31, 2022 and March 31, 2021, respectively:

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Exercise price per share for the options granted during the year (₹)	728.50 to 1,086.80	336.40 to 844.45
Weighted average fair value per share (₹)	996.24	512.33
Weighted average fair value of options granted (₹)	506.96	253.37
Expected volatility	37.18% to 54.26%	47.68% to 57.91%
Life of the options granted (Vesting and exercise period in years)	3.5 to 6.5 Years	3.5 to 6.5 Years
Average risk free interest rate	5.42% to 6.96%	4.85% to 6.30%
Expected dividend yield	0.23% to 0.34%	0.18% to 0.45%

36 EMPLOYEE BENEFITS

Defined contribution plans - General description

Provident fund & other funds:

During the year, the Company has recognised ₹ 696.73 lakhs (March 31, 2021 - ₹ 717.74 lakhs) as contribution to provident fund and other funds in the Statement of Profit and Loss (included in Contribution to Provident and Other Funds in Note 25).

Other long-term employee benefits - General description

Leave encashment:

Each employee is eligible to get one day earned leave for each completed month of service but entitlement arises only on completion of first year of service. Encashment of entitled leave is allowed only on separation subject to maximum accumulation of up to 24 days.

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

36 Employee benefits (continued)

Defined benefit plans - General description

Gratuity:

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets gratuity on departure at 15 days salary (last drawn salary) for each completed year of service subject to a maximum of ₹ 20 lakhs. The plan assets are in the form of corporate bonds and money market funds in the name of "Matrimony.com Limited Group Gratuity Trust" with Reliance Nippon Life Insurance Company Limited and deposits with Life Insurance Corporation of India.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and the amount recognised in the balance sheet:

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Recognized in profit or loss:		
Current service cost	95.14	100.96
Interest cost on obligation	26.56	34.27
Expected return on plan assets	(24.46)	(29.57)
	97.24	105.66
Recognized in other comprehensive income:		
Re-measurement losses arising from changes in financial and demographic assumptions	68.84	0.94
	68.84	0.94
Net benefit expense	166.08	106.60

Plan liability / (asset) are as follows:

Particulars	As at March 31, 2022	As at March 31, 2021
Defined benefit obligation	779.00	778.20
Fair value of plan assets	(613.69)	(668.97)
Plan liability / (asset) - (net)	165.31	109.23

Changes in the present value of the defined benefit obligation are as follows:

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Opening defined benefit obligation at the beginning of the year	778.20	769.47
Current service cost	95.14	100.96
Interest cost	26.56	34.27
Re-measurement (gains) / losses on obligation	62.57	(9.67)
Benefits paid	(183.47)	(116.83)
Closing defined benefit obligation	779.00	778.20

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for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

36 Employee benefits (continued)

Changes in the fair value of plan assets are as follows:

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Fair value of plan assets at the beginning of the year	668.97	576.83
Expected return on plan assets	24.46	29.57
Contributions	110.00	190.00
Benefits paid	(183.47)	(116.83)
Re-measurement losses on plan assets	(6.27)	(10.60)
Fair value of plan assets at the end of the year	613.69	668.97

The principal actuarial assumptions used in determining gratuity obligation for the Company's plans are shown below:

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Discount rate	4.25%	3.87%
Expected rate of return on assets	4.25%	3.87%
Salary escalation	Band 1 to 5: 5%/6%/6% %/6%/6%	Band 1 to 5: 5%/6%/6% 6%/6%/6%
Employee turnover	Band 1 to 5: 99%/39%/39%/27%/32%	Band 1 to 5: 99%/39%/39%/27%/32%

The overall expected rate of return on assets is determined based on market prices prevailing on that date, applicable to the period over which the obligation is to be settled. The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. Based on the experience of the previous years, the Company expects to contribute ₹ 165.00 lakhs to the gratuity fund in the next year. However, the actual contribution by the Company will be based in the actuarial valuation report received from the insurance Group.

The major categories of plan assets of the fair value of the total plan assets are as follows:

Gratuity plan

Particulars	As at March 31, 2022	As at March 31, 2021
Investments details:		
Funds with Reliance Nippon Life Insurance Company Limited*	502.08	668.97
Deposits with Life Insurance Corporation of India	111.61	-
Total	613.69	668.97

* These funds have been invested into corporate bonds and money market funds, consequently the Company is not exposed to any equity market risks.

Notes to the Standalone financial statements

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(All amounts are in INR lakhs, unless otherwise stated)

36 Employee benefits (continued)

A quantitative sensitivity analysis for significant assumption is shown below:

Gratuity plan:

Assumptions	As at March 31, 2022					
	Discount rate		Future salary increases		Attrition rate	
Sensitivity Level	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
Movement ((gain) / loss) in net benefit expense on account of changes in defined benefit obligation	(8.16)	8.40	8.98	(8.89)	(1.14)	1.17

Assumptions	As at March 31, 2021					
	Discount rate		Future salary increases		Attrition rate	
Sensitivity Level	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
Movement ((gain) / loss) in net benefit expense on account of changes in defined benefit obligation	(8.26)	8.50	9.19	(9.07)	(1.26)	1.29

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

Maturity profile of defined benefit obligation:

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Within the next 12 months (next annual reporting period)	354.40	347.91
Between 1 and 5 years	383.76	381.96
Between 5 and 10 years	100.74	101.41
Total expected payments	838.90	831.28

The average duration of the defined benefit plan obligation at the end of the reporting period is 2.7 years (March 31, 2021: 2.7 years)

37 COMMITMENT AND CONTINGENCIES

(a) Capital commitments (net of advances and deposit)

Particulars	As at March 31, 2022	As at March 31, 2021
Capital commitments (net of advances and deposit)	154.18	111.63

(b) Leases

Lease commitments — Company as lessee

The Company has entered into leases for office premises and retail outlets. The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The lease terms varies from 11 months to 9 years.

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

37 Commitment and contingencies (continued)

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

Particulars	2022	2021
As at April 1	5,346.84	5,689.99
Additions	2,429.63	1,046.29
Depreciation expense	(1,467.46)	(1,389.44)
As at 31 March	6,309.01	5,346.84

Set out below are the carrying amounts of lease liabilities and the movements during the period:

Particulars	2022	2021
As at April 1	5,971.05	6,119.26
Additions	2,166.49	1,016.73
Accretion of Interest	523.75	465.32
Payments	(1,727.92)	(1,630.26)
As at 31 March	6,933.37	5,971.05
Current	1,316.23	1,183.56
Non-current	5,617.14	4,787.49

For the maturity analysis of lease liabilities, refer note 41.

The effective interest rate for lease liabilities is 7.35%, with maturity between 2022-2030.

The following are the amounts recognised in profit or loss:

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Depreciation expense of right-of-use assets	1,467.46	1,389.44
Interest expense on lease liabilities	523.75	465.32
Loss / (Gain) on closure of leased locations	(184.34)	(138.05)
Total amount recognised in profit or loss	1,806.87	1,716.71

The Company had total cash outflows for leases of Rs 1,727.93 in March 31, 2022 (Rs 1,630.26 in March 31, 2021). The Company also had non-cash additions to right-of-use assets and lease liabilities of Rs 2,166.49 in March 31, 2022 (Rs 1,016.73 lakhs in March 31, 2021).

The Company has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Company's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised (see Note 34).

As at March 31, 2022, the undiscounted potential future rental payments relating to periods following the exercise date of extension options that are not expected to be exercised and not included in the lease term is Rs. Nil (As at March 31, 2021, Rs. Nil).

The Ministry of Corporate Affairs notified amendment to Ind AS 116, "Leases", that provides an optional practical expedient for lessees from assessing whether a rent concession related to COVID-19 is a lease modification. The Company has met

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

37 Commitment and contingencies (continued)

the conditions and elected to account for rent concessions related to COVID-19 the same way as if they were not lease modifications. Accordingly, the Company has recognized Rs. 95.76 lakhs in March 31, 2022 (Rs. 240.14 lakhs in March 31, 2021) as reversal of lease liability with a corresponding adjustment to the right-of-use asset and the impact on profit or loss is been recognized over the period of time.

(c) Other contingent liabilities

Summary:

- i) Matters wherein management has concluded the company's liability to be probable have accordingly been provided for in the books. Also, Refer Note 21.
- ii) Matters wherein management has concluded the company's liability to be possible have accordingly been disclosed under this note.
- iii) Matters wherein management is confident of succeeding in these litigations and have concluded the company's liability to be remote. This is based on the relevant facts of judicial precedents and as advised by legal counsel which involves various legal proceedings and claims, in different stages of process.

Particulars	As at March 31, 2022	As at March 31, 2022
Additional liability due to Payment of Bonus Act Retrospective Amendment	Refer note (i) below	Refer note (i) below
Disputed Income tax dues	Refer note (ii) below	Refer note (ii) below
Consumer litigations	Refer note (iii) below	Refer note (iii) below
Interest and penalty pertaining to Provident Fund demand	Refer note (iv) below	Refer note (iv) below
Disputed Service tax liabilities	Refer note (v) below	Refer note (v) below

Note:

- (i) During the year 2016-17, the Company has obtained stay against the retrospective implementation of Payment of Bonus (Amendment) Act, 2015 with the Madras High Court for the year 2014-15, contending that such retrospective application is unconstitutional, ultra-vires and void. The impact of such change for the financial year 2014-15 is ₹ 55.00 lakhs. Based on the legal advice, management believes that it has a fair chance of defending its position. Accordingly, no provision has been maintained with respect to the financial year 2014-15. The Company has implemented Payment of Bonus (Amendment) Act, 2015 w.e.f April 1, 2015.
- (ii) (a) The Company received assessment orders from the Assessing Officer of Income tax for assessment years 2008-09 and 2009-10 with additions in relation to the disallowance of reimbursement of webhosting charges and marketing expenses incurred by wholly owned subsidiaries of the Company on Company's behalf aggregating to ₹ 1,032.96 lakhs, due to non-deduction of withholding taxes on the same. The Company received favourable orders from Income Tax Appellate Tribunal (ITAT) for Assessment year 2008-09 and Assessment year 2009-10, against which Deputy Commissioner of Income Tax (DCIT) has filed appeal with High Court. Based on the legal advice received from the consultants, the management believes that the ultimate outcome of this proceedings would be favourable.
- (b) The Company received assessment orders from the Assessing Officer of Income tax for assessment years 2014-15 and 2015-16 with additions in relation to the disallowance of online marketing expenses paid to vendors outside India aggregating to ₹ 520.06 lakhs, due to non-deduction of withholding taxes on the same. The Company has filed appeal with Income Tax Appellate Tribunal (ITAT) on dismissal of its appeal with CIT (A). Subsequent to year end, the company has received favourable order from ITAT in April 2022.

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(All amounts are in INR lakhs, unless otherwise stated)

37 Commitment and contingencies (continued)

- (iii) Liabilities arising out of legal cases filed against the company in various courts/ consumer redressal forums, consumer courts, disputed by the Company aggregates to ₹ 318.95 lakhs (March 31, 2021: ₹ 122.33 lakhs).
- (iv) As more fully explained in Note 21, the total Interest obligation and damages on Provident Fund demand raised by Employee Provident Fund Organisation are estimated to be ₹ 139.07 lakhs and ₹ 162.91 lakhs respectively. The company, on a prudent basis, has made total provision aggregating to ₹ 256.39 lakhs towards PF dues for past periods relating to identifiable employees (including interest of ₹ 75.90 lakhs) and base liability due for employees whose details are not identifiable as at March 31, 2021. However, based on legal advice obtained and management assessment in this regard, no provision is deemed necessary towards interest on PF demanded for employees whose details are not identifiable as well as penalty. Accordingly, interest obligation and damages of ₹ 63.16 lakhs and ₹ 162.91 Lakhs respectively are disclosed as a contingent liability.
- (v) The Company received a demand order of ₹ 350.14 lakhs along with interest and penalty from Commissioner of Service Tax for non-payment of service tax on certain services made during the period FY 2008-09 to 2012-13. While the liability has been confirmed by the Commissioner of Goods and Service Tax, the Company disputes the same and has filed appeal with Customs Excise and Service Tax Appellate Tribunal (CESTAT) and has deposited ₹ 26.26 lakhs towards statutory pre-deposit for filing appeal. As a matter of prudence, the Company has provided ₹ 13.69 lakhs for service tax demand and ₹ 25.82 lakhs for interest during FY 2019-20 and an additional amount of 3.12 lakhs and 2.05 lakhs during FY 2020-21 & FY 2021-22 respectively. Based on evaluation of the technical position as well as legal advice obtained from experts, the management believes that the ultimate outcome of this proceedings would be favourable. Accordingly, the Company has disclosed the balance demand amount of ₹ 336.46 lakhs and interest and penalty aggregating to ₹ 1,001.90 lakhs as contingent liability (also refer note 21).

38 RELATED PARTY DISCLOSURES

a. Names of related parties

Relationship	Names of related parties
Subsidiaries	Sys India Private Limited, India
	Consim Info USA Inc., USA
	Matrimony DMCC, Dubai
	Boatman Tech Private Limited (from September 15, 2021)*
	Bangladeshi Matrimony Private Limited (from September 8, 2021)*
Associate	Astro Vision Futuretech Private Limited
Enterprises owned or significantly influenced by key management personnel or their relatives	Infonauts Inc., USA (till July 28, 2020)
	Consim Direct Mauritius Limited
Key Management Personnel (KMP)	Mr. Murugavel Janakiraman, Managing Director
	Mr. Sushanth S Pai, Chief Financial Officer
	Mr. S Vijayanand , Company Secretary
Relatives of KMP	Mr. Ravi Janakiraman (till August 31, 2020)
	Mrs. Deepa Murugavel
Independent directors	Mr. Milind Shripad Sarwate
	Mr. George Zacharias
	Mr. Chinni Krishnan Ranganathan
	Mrs. Akila Krishnakumar
	Mr. S M Sundaram (from March 11, 2021)

Notes to the Standalone financial statements for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

38 Related party disclosures (continued)

Terms and Conditions of transaction with Related Parties

The sale to and purchases from Related Parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. For the years ended March 31, 2022 and March 31, 2021, the Company has not recorded any impairment of receivables relating to amounts owed by Related Parties (Refer Note 11 and Note 18(a) for Trade receivables and Trade payables respectively).

* For details, refer note 4 " Non current investments"

b. Transactions with related parties:

Particulars	Year ended					
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
	Subsidiaries/ Associate	Enterprises owned or significantly influenced by KMP / Enterprises in which Directors are interested	Independent Directors	Key Management Personnel (KMP)	Relatives of Key Management Personnel	
Advertisement expenses						
- Sys India Private Limited	20.54	19.55	-	-	-	-
- Consim Info USA Inc.	25.53	25.04	-	-	-	-
- Astro Vision Futuretech Private Limited	24.81	18.37	-	-	-	-
Expenses made by related parties on behalf of Company						
- Sys India Private Limited	395.50	373.21	-	-	-	-
- Consim Info USA Inc.	277.42	257.01	-	-	-	-
Agency commission income						
- Sys India Private Limited	16.80	16.80	-	-	-	-
Income from services						
- Boatman Tech Private Limited	151.08	-	-	-	-	-
Business license fee						
- Matrimony DMCC	156.35	163.23	-	-	-	-
- Bangladeshi Matrimony Private Limited	1.78	-	-	-	-	-
Investment in Subsidiary during the year						
- Bangladeshi Matrimony Private Limited	0.88	-	-	-	-	-
- Boatman Tech Private Limited	994.96	-	-	-	-	-

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

38 Related party disclosures (continued)

Particulars	Year ended					
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
	Subsidiaries/ Associate	Enterprises owned or significantly influenced by KMP / Enterprises in which Directors are interested	Independent Directors	Key Management Personnel (KMP)	Relatives of Key Management Personnel	
Loans and advances given to /(realised from) related parties						
- Bangladeshi Matrimony Private Limited	49.00	-	-	-	-	-
- Astro Vision Futuretech Private Limited	60.00	-	-	-	-	-
- Boatman Tech Private Limited	173.00	-	-	-	-	-
Interest income						
- Astro Vision Futuretech Private Limited	0.81	-	-	-	-	-
- Boatman Tech Private Limited	9.29	-	-	-	-	-
- Bangladeshi Matrimony Private Limited	2.12	-	-	-	-	-
Dividend received						
- Matrimony DMCC	306.80	259.52	-	-	-	-
Compensation of KMPs & relatives of KMPs						
Short term employee benefits*	-	-	-	403.94	361.59	11.65
Share based payment expenses	-	-	-	5.92	9.84	-
Sitting fees	-	-	-	-	-	8.75
Commission#	-	-	-	-	-	5.00
Dividend paid to KMPs & relatives of KMPs						
Dividend paid	-	-	-	401.86	401.79	0.14
Remuneration and Dividend to Independent Directors						
Sitting fees	-	-	82.00	-	-	-
Commission#	-	-	25.00	-	-	-
Dividend paid	-	-	1.48	-	-	-

* The remuneration to the key managerial personnel and relative of key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the company as a whole.

Commission to directors has been disclosed on accrual basis.

Notes to the Standalone financial statements for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

38 Related party disclosures (continued)

c. Balances with related parties:

Particulars	Year ended					Key Management Personnel & Relatives of Key Management Personnel
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
	Subsidiaries/Associate	Enterprises owned or significantly influenced by KMP / Enterprises in which Directors are interested	Independent Directors			
Loans and advances						
- Bangladeshi Matrimony Private Limited	49.00	-	-	-	-	-
- Astro Vision Futuretech Private Limited	60.00	-	-	-	-	-
- Boatman Tech Private Limited	173.00	-	-	-	-	-
Trade payables						
- Astro Vision Futuretech Private Limited	1.71	5.90	-	-	-	-
Trade receivables						
- Consim Info USA Inc.	653.79	399.54	-	-	-	-
- Matrimony DMCC	14.28	14.52	-	-	-	-
- Sys India Private Limited	3.19	38.97	-	-	-	-
- Bangladeshi Matrimony Private Limited	3.90	-	-	-	-	-
- Astro Vision Futuretech Private Limited	0.73	-	-	-	-	-
- Boatman Tech Private Limited	171.53	-	-	-	-	-
Compensation payable to KMPs & relatives of KMPs						
Short term employee benefits*	-	-	-	-	76.34	87.33
Commission#	-	-	-	-	5.00	5.00
Remuneration payable to Independent Directors						
Commission#	-	-	25.00	20.29	-	-

* The remuneration to the key managerial personnel and relative of key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the company as a whole.

Commission to directors has been disclosed on accrual basis.

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

39 SEGMENT REPORTING

For management purposes, the Company's operations are organised into two major segments - Matchmaking services and Marriage services and related sale of products.

Matchmaking services - The Company offers online matchmaking services on internet and mobile platforms. Matchmaking services are delivered to users in India and the Indian diaspora through websites, mobile sites and mobile apps complemented by a wide on-the-ground network in India.

Marriage services - The Company offers marriage services consisting of WeddingBazaar services, MatrimonyMandap services and Photography services.

The Management Committee headed by Managing Director consisting of Chief Financial Officer and Heads of Departments have identified the above two reportable business segments. The committee monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
A. Segment revenue		
External sales		
- Matchmaking services	42,517.73	37,062.16
- Marriage services and related sale of products	448.95	215.65
Total revenue	42,966.68	37,277.81
Segment expenses		
Employee benefits expense		
- Matchmaking services	10,964.34	10,788.53
- Marriage services and related sale of products	1,223.78	1,103.39
Advertisement and business promotion expense		
- Matchmaking services	16,131.18	13,676.14
- Marriage services and related sale of products	-	24.20
Other expenses		
- Matchmaking services	4,533.83	4,017.54
- Marriage services and related sale of products	51.02	67.99
Depreciation, amortisation		
- Matchmaking services	2,540.41	2,511.70
- Marriage services and related sale of products	26.29	14.61
Finance charges		
- Matchmaking services	518.34	462.63
- Marriage services and related sale of products	5.41	2.69
B. Segment results		
- Matchmaking services	7,829.63	5,605.62
- Marriage services and related sale of products	(857.55)	(997.23)
Total	6,972.08	4,608.39

Reconciliation of profit

	Year ended March 31, 2022	Year ended March 31, 2021
Segment profit	6,972.08	4,608.39
Unallocable expenses	1,548.58	1,229.88
Other finance costs	8.65	15.86
Unallocable income	(2,120.52)	(2,020.62)
Profit before tax	7,535.37	5,383.27

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

39 Segment reporting (continued)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
C. Capital expenditure		
- Matchmaking services	514.47	597.76
- Marriage services and related sale of products	9.87	89.01
- Unallocable	125.58	282.98
Total capital expenditure	649.92	969.75
D. Depreciation / amortisation		
- Matchmaking services	2,540.41	2,511.70
- Marriage services and related sale of products	26.29	14.61
- Unallocable	65.75	63.44
Total depreciation / amortisation	2,632.45	2,589.75
E. Non-cash items other than depreciation / amortisation		
- Matchmaking services	255.90	306.43
- Marriage services and related sale of products	2.93	(53.59)
- Unallocable	(255.72)	(382.93)
Total non-cash items other than depreciation / amortisation	3.11	(130.09)

Revenue from external customers

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Segment revenue		
- India	36,976.36	31,750.54
- Outside India	5,990.32	5,527.27
Total revenue	42,966.68	37,277.81

The revenue information above is based on the location of the customers

Non current operating assets

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
- India	6,791.85	7,311.38
Total	6,791.85	7,311.38

Non-current assets for this purpose consists of property, plant and equipment and intangible assets.

Other disclosures

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Capital expenditure	649.92	969.75

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

39 Segment reporting (continued)

Note:

- 1) Considering the Chief Operating Decision Maker (CODM) does not review segment assets and liabilities as the Marriage services segment is significantly smaller compared to the Matchmaking segment and supplemented by the fact that the assets are interchangeably used between segments, the Company has decided to disclose only segment results.
- 2) Segment revenue, Segment results, and Other Segment disclosures include the respective amounts identifiable to each of the segments as also amounts allocated on a reasonable basis. Those which are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".
- 3) The company delivers matchmaking services to its users in India and the Indian diaspora through its websites, mobile sites and mobile apps complemented by its on-the-ground network in India. Therefore revenue from none of the customers exceeds 10% of Company's total revenue.

40 FAIR VALUES

Set out below, is a comparison by class of the carrying amounts and fair value of the company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values. The management assessed that the cash and cash equivalents, trade receivables, trade payables, fixed deposits, security deposits, other financial assets, loan to Subsidiaries/ Associate, lease liabilities and other payables approximate their carrying amounts largely due to the short-term maturities of these instruments.

Particulars	Carrying value		Fair value	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Financial assets (Non-current & Current)				
Investments in tax free bonds at amortised cost	1,897.24	-	1,821.47	-
Investment in Mutual funds	8,596.71	8,501.23	8,596.71	8,501.23
Total	10,493.95	8,501.23	10,418.18	8,501.23

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities:

Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2022:

Particulars	Fair value measurement using				
	Date of valuation	Total book value	Quoted price in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Asset measured at fair value					
FVTPL financial investments:					
Unquoted mutual funds	March 31, 2022	8,596.71	8,596.71	-	-
Assets for which fair values are disclosed:					
Tax free bonds (quoted) (Refer Note 40.1)	March 31, 2022	1,897.24	-	1,897.24	-

There have been no transfers between Level 1 and Level 2 during the period.

Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2021:

Particulars	Fair value measurement using				
	Date of valuation	Total book value	Quoted price in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Asset measured at fair value					
FVTPL financial investments:					
Unquoted mutual funds	March 31, 2021	8,501.23	8,501.23	-	-

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for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

40 Fair Values (continued)

There have been no transfers between Level 1 and Level 2 during the period.

40.1 Description of valuation techniques used and key inputs to valuation on investment in tax free bonds:

The valuation for tax free bonds are based on valuations performed by an accredited independent valuer. The valuer is a specialist in valuing these types of Bonds. The valuation model used is in accordance with a method recommended by the International Valuation Standards. The Company has disclosed the fair value of these bonds at the market price since these are actively traded on the exchange. Due to market dependent bid-ask spreads, the availability of the price displayed cannot be guaranteed. The valuation is based on mark-to-market valuation as calculated by ICRA Limited. The Company has no restrictions on the disposal of its tax free bonds.

41 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial liabilities, comprise bank overdraft and trade and other payables. The main purpose of these financial liabilities is to raise finance for the Company's operations. The Company has various financial assets such as trade receivables, cash, security deposits, investments and fixed term deposits, which arise directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by its Risk Committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The Risk Committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans, trade payables, FVTPL investments and receivables.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates.

The Company had maintained an overdraft facility with HDFC bank which was repayable on demand. The said facility was secured by way of lien on fixed deposit up to the extent of ₹ 1,000 lakhs marked in favour of the bank. During the current year, the Company has closed the said overdraft facility. As a result, changes in interest rates are not likely to substantially affect its business or results of operations.

Interest rate sensitivity

The Company had maintained an overdraft facility with HDFC bank which was repayable on demand. The said facility was secured by way of lien on fixed deposit up to the extent of ₹ 1,000 lakhs marked in favour of the bank. During the current year, the Company has closed the said overdraft facility. Consequent to this, the Company does not have any risk of changes in market interest rates.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an expenses will fluctuate because of change in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

41 Financial risk management objectives and policies (continued)

Company's operating activities (when revenue or expenses is denominated in a foreign currency) and the Company's net investment in foreign subsidiary.

The majority of the Company's revenue and expenses are in Indian Rupees, however significant percentage of revenue are denominated in US dollars. Based on Management's decision, the Company has not entered into foreign exchange forward contracts to cover its foreign exchange exposure from January 2020 onwards. The Company monitors the exposure due to foreign currency fluctuations and decides to hedge based on its internal policy.

The Impact of unhedged foreign currency exposure in the statement of profit and loss:

The following table demonstrate the sensitivity to a reasonably possible change in USD, AED and BDT exchange rates, with all other variables held constant. The Company's exposure to foreign currency changes for all other currencies is not material.

	Change in USD, AED and BDT rate	Effect on profit before tax	Effect on pre-tax equity
March 31, 2022	5%	31.42	31.42
	-5%	(31.42)	(31.42)
March 31, 2021	5%	19.98	19.98
	-5%	(19.98)	(19.98)

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. In the matchmaking segment, the Company collects the money upfront, hence there is no credit risk. With respect to marriage services segment the Company collects only part of the consideration as an advance before the performance of services, thus exposed to credit risks. Credit quality of a customer cannot be assessed as the Company is largely in to Business to Customer (B2C) model, however the Company through its established policy, procedures and control relating to credit risk management manages the credit risk. An impairment analysis is performed at each reporting date and the Company has a provisioning policy for making provision on receivables. The Company does not hold collateral as security.

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty so as to minimise concentration of risks and mitigate consequent financial loss. Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Company's Risk Committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was ₹ 35,721.03 lakhs, 30,405.59 lakhs as at March 31, 2022 and March 31, 2021 respectively, being the total of the carrying amount of balances with banks, fixed term deposits with banks, investment in mutual funds, investment in tax free bonds and other financial assets excluding equity investments.

Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

The Company's prime source of liquidity is cash and cash equivalent and the cash generated from operations. The Company invests its surplus funds in bank, fixed deposits and mutual funds, which carry minimal mark to market risks.

Notes to the Standalone financial statements

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(All amounts are in INR lakhs, unless otherwise stated)

41 Financial risk management objectives and policies (continued)

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

	On demand	Less than 1 year	1 to 3 years	> 3 years	Total
As at March 31, 2022					
Provisions	-	705.68	-	-	705.68
Lease liabilities (refer note 37 (b))	-	1,711.10	2,911.45	3,683.50	8,306.05
Trade and other payables	-	5,086.99	-	-	5,086.99
	-	7,503.77	2,911.45	3,683.50	14,098.72
	On demand	Less than 1 year	1 to 3 years	> 3 years	Total
As at March 31, 2021					
Provisions	-	669.61	-	-	669.61
Lease liabilities (refer note 37 (b))	-	1,551.48	2,194.86	3,899.79	7,646.13
Trade and other payables	-	3,842.86	-	-	3,842.86
	-	6,063.95	2,194.86	3,899.79	12,158.60

42 CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company's policy for capital management aims to enhance capital efficiency by the long-term improvement of its value through business growth, while maintaining a sound financial structure. Indicators for monitoring the capital management include total equity attributable to owners of the Company and ROCE (ratio of earnings before net interest and tax to total capital employed of the Company).

Return on Capital Employed	As at March 31, 2022	As at March 31, 2021
Profit Before Taxes	7,535.37	5,383.27
Less: Finance Income	(1,507.59)	(1,440.57)
Add: Finance Cost	531.34	481.18
Earning before Net Interest and Tax	6,559.12	4,423.88
Equity Share Capital	1,144.94	1,143.58
Other Equity	29,991.02	24,954.20
Capital Employed	31,135.96	26,097.78
ROCE	21%	17%

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

43 ANALYTICAL RATIOS

Particulars	As at March 31, 2022	As at March 31, 2021	% Variance	Numerator Description	Denominator Description
(a) Current ratio	2.49	2.16	15.26	Current assets	Current liabilities
(b) Debt-equity ratio	0.22	0.23	(2.67)	Debt ¹	Shareholder's equity
(c) Debt Service coverage ratio	4.17	3.46	20.49	Earnings available for debt service ²	Debt service ³
(d) Return on Equity Ratio	19.91%	16.83%	18.28	Net Profit	Average shareholder's equity ⁴
(e) Inventory Turnover ratio	NA	NA	NA	NA	NA
(f) Trade receivables turnover ratio	37.83	49.82	(24.06)	Total sales	Closing trade receivables
(g) Trade payables turnover ratio	6.78	8.05	(15.80)	Total purchases ⁵	Closing trade payables
(h) Net capital turnover ratio	2.21	2.66	(16.97)	Net sales	Working capital ⁶
(i) Net profit ratio	13.26%	10.99%	20.69	Net Profit	Net sales
(j) Return on Capital Employed	21.07%	16.95%	24.28	Earning before interest and taxes	Capital Employed ⁷
(k) Return on Investment					
(i) Mutual funds	4.29%	5.15%	(16.70)	Capital Gain	Time weighted average investments
(ii) Bank Deposits	5.17%	5.87%	(11.93)	Interest income	Time weighted average investments
(iii) Tax free bonds	4.52%	NA	NA	Interest income	Time weighted average investments

Note:

1 Debt = Lease liabilities (current and non-current)

2 Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc.

3 Debt service = Interest & Lease Payments + Principal Repayments

4 Average shareholder's equity = Average of Opening Total Equity and Closing Total Equity

5 Total purchases = Employee benefits expense + Advertisement and business promotion expenses + Other expenses

6 Working capital shall be calculated as current assets minus current liabilities

7 Capital Employed = Equity Share Capital + Other Equity

44 CORPORATE SOCIAL RESPONSIBILITY

Particulars	As at March 31, 2022	As at March 31, 2021
(a) Amount required to be spent by the company during the year	93.35	97.93
(b) Amount of expenditure incurred	93.64	148.68
(c) Shortfall at the end of the year	-	-
(d) Total of previous years shortfall	-	-
(e) Reason for shortfall	-	-
(f) Nature of CSR activities	Disaster Management relating to Covid 19 pandemic, Promoting education, Healthcare and sanitation	
(g) Details of related party transactions	-	-
(h) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately	-	-

Notes to the Standalone financial statements

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(All amounts are in INR lakhs, unless otherwise stated)

44 Corporate Social Responsibility (continued)

The above expenditure is spent on purposes other than towards construction/acquisition of any asset.

Opening balance	Amount required to be spent during the year	Amount spent during the year	Closing balance
-	93.35	93.64	0.29

The Company has expenditure towards Corporate Social Responsibility in excess of the prescribed limits for the year ended March 31, 2022 and the same is carried forward to the next year for utilisation as per applicable provisions of Companies Act, 2013.

45 DETAILS OF TRANSACTIONS WITH COMPANIES STRUCK OFF UNDER SECTION 248 OF THE COMPANIES ACT, 2013 OR SECTION 560 OF COMPANIES ACT, 1956:

As on 31st March 2022

Name of the struck off companies	Nature of transaction	Transactions during the year 2022	Balance outstanding	Relationship with Struck off Company, if any
Outbox Ventures Private Limited	Purchase of investment	31.28	-	Not related
Crelton Solutions India Private Limited	Payables	-	0.24	Not related

As on 31st March 2021

Name of the struck off companies	Nature of transaction	Transactions during the year 2021	Balance outstanding	Relationship with Struck off Company, if any
Crelton Solutions India Private Limited	Payables	-	0.24	Not related
Falah Recruitment Services Private Limited	Receivables	-	0.01	Not related

46 OTHER STATUTORY INFORMATION

- (i) The Company does not have any Benami property. No proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company has not advanced to or loaned to or invested funds in any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that such Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (iii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- (iv) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (v) The Company has not been declared as a wilful defaulter as prescribed by Reserve Bank of India.

Notes to the Standalone financial statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

47 EVENTS AFTER THE REPORTING PERIOD

The Board of Directors, at its meeting held on May 12, 2022 have recommended a final dividend of 100% (₹ 5 per equity share of par value of ₹ 5 each), subject to the approval of the Shareholders.

48 PREVIOUS YEAR COMPARATIVES

Previous year figures have been reclassified / regrouped wherever necessary to conform to current year's classification.

As per our report of even date.

For S. R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm Registration No.: 101049W/E300004

Aravind K

Partner

Membership No: 221268

Place: Chennai

Date: May 12, 2022

For and on behalf of the Board of Directors of Matrimony.com Limited

Murugavel Janakiraman

Chairman & Managing Director

DIN: 00605009

Sushanth S Pai

Chief Financial Officer

Place: Chennai

Date: May 12, 2022

S Vijayanand

Company Secretary

Place: Chennai

Date: May 12, 2022

Independent Auditor's Report

To the Members of Matrimony.com Limited

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying Consolidated Ind AS financial statements of Matrimony.com Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associate comprising of the Consolidated Balance sheet as at March 31, 2022, the Consolidated Statement of Profit and Loss, including other comprehensive income, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the Consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries and its associate, the aforesaid Consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associate as at March 31, 2022, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements' section of our report. We are independent of the Group and its associate in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Ind AS financial statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the Consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Consolidated Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Ind AS financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Consolidated Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
Accuracy and completeness of Matchmaking Revenue <i>(as described in Note 2.4(h) and Note 20 of the Consolidated Ind AS financial statements)</i>	
Matchmaking services revenues of the Company for the year ended March 31, 2022 constitutes a significant percentage of the total revenue and majority of such revenues are generated through online services. The Company has processes and controls, many of them automated, to ensure that transactions are processed and recorded appropriately.	As an audit response to address this matter, we performed a walkthrough to gain an understanding of the revenue process (including the compliance with revenue recognition requirements of Ind AS 115) to develop an appropriate audit strategy and performed following procedures:
Improper configuration of the IT systems or system generated reports could lead to material misstatement of revenues, accordingly we identified the above as a significant risk in our audit.	<ul style="list-style-type: none"> Involved IT specialists to test relevant IT general controls, application controls and appropriateness of system generated reports; Tested relevant manual and IT dependent controls relating to revenue process including the controls relating to data migration between the operational system and financial accounting system; Tested the completeness and accuracy of the data extracted from the aforesaid systems and performed recalculations to verify the appropriateness of revenue recognized (including cut off procedures) on a test basis;
Therefore, we considered this risk to be a key audit matter in our audit of the financial statements for year ended March 31, 2022.	<ul style="list-style-type: none"> Tests of details for the sample revenue transactions; Assessed the reconciliation of unearned revenue and collections performed by the management and performed sample tests on the same; Read the accounting policies for revenue recognition in the financial statements; Performed analytical procedures over disaggregated data of revenue transactions during the audit period to identify any unusual trends / patterns warranting additional audit procedures; and Read the disclosures made by the management in the financial statements;

Information Other than the Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the Consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the Consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the Consolidated Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associate in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and of its associate and for preventing and detecting frauds and other

irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of the Group and of its associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group and of its associate are also responsible for overseeing the financial reporting process of the Group and of its associate.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Ind AS financial statements, including the disclosures, and whether the Consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate of which we are the independent auditors, to express an opinion on the Consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Ind AS financial statements of which we are the independent

auditors. For the other entities included in the Consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Ind AS financial statements for the financial year ended March 31, 2022 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

We did not audit the financial statements and other financial information, in respect of five subsidiaries, whose financial statements include total assets of Rs 1,254.14 lakhs as at March 31, 2022, and total revenues of Rs. 847.73 lakhs and net cash inflows of Rs. 265.95 lakhs for the year ended on that date. These financial statements and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. The Consolidated Ind AS financial statements also include the Group's share of net loss of Rs. 78.95 lakhs for the year ended March 31, 2022, as considered in the Consolidated Ind AS financial statements, in respect of one associate, whose financial statements, other financial information have been audited by other auditors and whose reports have been furnished to us by the Management. Our opinion on the Consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associate, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associate, is based solely on the report(s) of such other auditors.

Our opinion above on the Consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies and associate company incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries and associate, as noted in the 'other matter' paragraph we report, to the extent applicable, that:
 - (a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Ind AS financial statements;
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the Consolidated Ind AS financial statements;
- (d) In our opinion, the aforesaid Consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2022 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies and associate company, none of the directors of the Group's companies and its associate, incorporated in India, is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy and operating effectiveness of the internal financial controls with reference to Consolidated Ind AS financial statements of the Holding Company, its subsidiary companies and associate incorporated in India, refer to our separate Report in "Annexure 2" to this report;
- (g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries and associate incorporated in India, the managerial remuneration for the year ended March 31, 2022 has been paid / provided by the Holding Company, its subsidiaries and its associate incorporated in India to their directors in accordance with the provisions of Section 197 read with Schedule V to the Act;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries and its associate, as noted in the 'Other matter' paragraph:
 - i. The Consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group and its associate in its Consolidated financial statements – Refer Note 36 (c) to the Consolidated Ind AS financial statements;
 - ii. The Group and its associate did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2022;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiaries and associate, incorporated in India during the year ended March 31, 2022;
 - iv.
 - a) The respective managements of the Holding Company and its subsidiaries and associate which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and associate respectively that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries and associate to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries and associate ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The respective managements of the Holding Company and its subsidiaries and associate which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and associate respectively that, to the best of its knowledge and belief, no funds have been received by the respective Holding Company or any of such subsidiaries and

associate from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries and associate shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries and associate which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.
- v) The final dividend paid by the Holding Company during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 49 to the Consolidated Ind AS financial statements, the Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members of the respective companies at the respective ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per Aravind K

Partner

Membership Number: 221268

UDIN: 22221268AIWCAL2167

Place of Signature: Chennai

Date: May 12, 2022

ANNEXURE 1 REFERRED TO IN PARAGRAPH 1 OF THE SECTION ON REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS IN OUR REPORT OF EVEN DATE

Re: Matrimony.com Limited ("the Company")

(xxi) Qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements are:

S. No	Name	CIN	Holding company/ subsidiary/ associate/ joint venture	Clause number of the CARO report which is qualified or is adverse
1.	Astro Vision Futuretech Private Limited	U72200KL2001PTC014651	Associate	Clause (ix)(d)
2.	Astro Vision Futuretech Private Limited	U72200KL2001PTC014651	Associate	Clause (xvii)
3.	Boatman Tech Private Limited	U74110DL2014PTC263331	Wholly owned subsidiary	Clause (vii)(a)
4.	Boatman Tech Private Limited	U74110DL2014PTC263331	Wholly owned subsidiary	Clause (xvii)

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per Aravind K

Partner

Membership Number: 221268

Place of Signature: Chennai

Date: May 12, 2022

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED IND AS FINANCIAL STATEMENTS OF MATRIMONY.COM LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the Consolidated Ind AS financial statements of Matrimony.com Limited as of and for the year ended March 31, 2022, we have audited the internal financial controls over financial reporting of Matrimony.com Limited (hereinafter referred to as the "Holding Company"), its subsidiary companies and associate company incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary company which is company incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting with reference to these Consolidated Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these Consolidated Ind AS financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these Consolidated Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these Consolidated Ind AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these Consolidated Ind AS financial statements.

Meaning of Internal Financial Controls Over Financial Reporting with reference to these Consolidated Ind AS Financial Statements

A company's internal financial control over financial reporting with reference to these Consolidated Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these Consolidated Ind AS financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting with reference to these Consolidated Ind AS Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these Consolidated Ind AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these Consolidated Ind AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these Consolidated Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, its subsidiary companies and associate company incorporated in India, has maintained in all material respects, adequate internal financial controls over financial reporting with reference to these Consolidated Ind AS financial statements and such internal financial controls over financial reporting with reference to these Consolidated Ind AS financial statements were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these Consolidated Ind AS financial statements of the Holding Company, insofar as it relates to two subsidiary companies and one associate company, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries/associate incorporated in India.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Aravind K
Partner
Membership Number: 221268
Place of Signature: Chennai
Date: May 12, 2022

Consolidated Balance Sheet

as at March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

	Notes	As at March 31, 2022	As at March 31, 2021
ASSETS			
Non-current assets			
Property, plant and equipment	3	2,202.13	7,027.09
Right of use assets		6,309.01	5,346.84
Intangible assets	3	631.58	294.63
Goodwill		866.95	-
Investment in associate		473.45	551.39
Financial assets			
(a) Security deposits	4	760.15	596.99
(b) Bank balances other than cash and cash equivalents	6	199.75	0.75
(c) Investments	9(b)	1,897.24	-
Deferred tax assets (net)	12	188.56	195.18
Income tax assets (net)		358.50	354.19
Other non-current assets	10	392.77	251.80
		14,280.09	14,618.86
Current assets			
Financial assets			
(a) Security deposits	4	231.43	412.66
(b) Cash and cash equivalents	5	953.10	900.09
(c) Bank balances other than cash and cash equivalents	6	21,725.61	19,088.76
(d) Investments	9(a)	8,596.71	8,501.23
(e) Trade receivables	11	795.46	747.29
(f) Loan to Associate	7	60.00	-
(g) Other financial assets	8	620.57	570.55
Other current assets	10	600.48	428.18
Assets held for sale	3	4,359.66	-
		37,943.02	30,648.76
		52,223.11	45,267.62
TOTAL ASSETS			
EQUITY AND LIABILITIES			
Equity			
Equity share capital	13	1,144.94	1,143.58
Other equity	14		
(a) Securities premium account		12,953.10	12,821.75
(b) Retained earnings		16,690.06	12,178.40
(c) Share based payment reserve		194.52	141.85
(d) Foreign currency translation reserve		52.69	44.12
		31,035.31	26,329.70
TOTAL EQUITY			
Non-current liabilities			
Financial liabilities			
(a) Lease liabilities	17	5,617.14	4,787.49
Deferred tax liabilities (net)	12	97.95	-
Other non-current liabilities	18	3.45	2.92
		5,718.54	4,790.41
Current liabilities			
Financial liabilities			
(a) Borrowings -	15	-	-
(b) Trade payables	16(a)		
(i) Total outstanding dues of micro enterprises and small enterprises		317.50	5.39
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		4,794.62	3,856.52
(c) Other payables	16(b)	13.08	10.73
(d) Lease liabilities	17	1,316.22	1,183.56
Other current liabilities	18	8,305.85	8,385.02
Provisions	19	721.99	677.21
Liabilities for current tax (net)		-	29.08
		15,469.26	14,147.51
		21,187.80	18,937.92
TOTAL LIABILITIES			
TOTAL EQUITY AND LIABILITIES			
	(A+B)	52,223.11	45,267.62

Summary of significant accounting policies

2.4

The explanatory notes forms an integral part of the consolidated financial statements.

As per our report of even date.

For S. R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm Registration No.: 101049W/E300004

Aravind K

Partner

Membership No: 221268

Place: Chennai

Date: May 12, 2022

For and on behalf of the Board of Directors of Matrimony.com Limited**Murugavel Janakiraman**

Chairman & Managing Director

DIN: 00605009

Sushanth S Pai

Chief Financial Officer

Place: Chennai

Date: May 12, 2022

S Vijayanand

Company Secretary

Place: Chennai

Date: May 12, 2022

Consolidated Statement of Profit and Loss

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

	Note	Year ended March 31, 2022	Year ended March 31, 2021
Revenue from contracts with customers	20	43,449.56	37,787.90
Finance income	21	1,496.23	1,440.62
Other income	22	297.85	304.84
Total income		45,243.64	39,533.36
EXPENSES			
Employee benefits expense	23	13,231.69	12,725.87
Advertisement and business promotion expenses	26	16,212.10	13,680.79
Other expenses	27	5,308.00	4,627.98
Depreciation and amortisation expense	24	2,690.68	2,593.08
Finance costs	25	536.00	482.52
Total expenses		37,978.47	34,110.24
Profit before tax and share of profit / (loss) from associate		7,265.17	5,423.12
Share of profit/ (loss) of associate		(78.95)	(57.19)
Profit before tax		7,186.22	5,365.93
Tax expenses	28		
- Current income tax		1,832.14	1,302.62
- Deferred tax (net)		(5.07)	(14.08)
Total tax expense		1,827.07	1,288.54
Profit for the year (I)		5,359.15	4,077.39
Other comprehensive income	29		
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
Re-measurement gain / (loss) on defined benefit obligations		(68.84)	(0.94)
Income tax effect		17.33	0.24
Share of OCI in Associate		1.00	0.56
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods (A)		(50.51)	(0.14)
Other comprehensive income to be reclassified to profit or loss in subsequent periods:			
Exchange difference on translation of foreign operations		8.57	(7.09)
Net other comprehensive income to be reclassified to profit or loss in subsequent periods (B)		8.57	(7.09)
Other comprehensive income for the year, net of tax (A+B) (II)		(41.94)	(7.23)
Total comprehensive income for the year, net of tax (I + II)		5,317.21	4,070.16
Net Profit for the year attributable to:		5,359.15	4,077.39
- Owners of the Company		5,359.15	4,077.39
- Non-controlling interests		-	-
Total comprehensive income for the year attributable to:		5,317.21	4,070.16
- Owners of the Company		5,317.21	4,070.16
- Non-controlling interests		-	-
Earnings per share of INR 5 each	30		
Basic earnings per share		23.42	17.90
Diluted earnings per share		23.39	17.88

Summary of significant accounting policies

2.4

The explanatory notes forms an integral part of the consolidated financial statements.

As per our report of even date.

For S. R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm Registration No.: 101049W/E300004

Aravind K

Partner

Membership No: 221268

Place: Chennai

Date: May 12, 2022

For and on behalf of the Board of Directors of Matrimony.com Limited

Murugavel Janakiraman

Chairman & Managing Director

DIN: 00605009

Sushanth S Pai

Chief Financial Officer

Place: Chennai

Date: May 12, 2022

S Vijayanand

Company Secretary

Place: Chennai

Date: May 12, 2022

Consolidated Statement of Changes in Equity

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

A. EQUITY SHARE CAPITAL:

Equity shares of INR 5 each issued, subscribed and fully paid	No. of shares	Amount
As at April 1, 2020	22,766,173	1,138.31
Issue of equity shares (Note 13)	105,383	5.27
As at March 31, 2021	22,871,556	1,143.58
Issue of equity shares (Note 13)	27,156	1.36
As at March 31, 2022	22,898,712	1,144.94

B. OTHER EQUITY

For the year ended March 31, 2022

Particulars	Securities premium reserve (Note 16)	Retained earnings (Note 16)	Share-based payments reserve (Note 16)	Items of OCI Foreign currency translation reserve (Note 14)	Total other equity
As at April 1, 2021	12,821.75	12,178.40	141.85	44.12	25,186.12
(1) Profit for the year	-	5,359.15	-	-	5,359.15
(2) Other comprehensive income (Note 29)	-	(50.51)	-	8.57	(41.94)
(1)+(2) Total comprehensive income	-	5,308.64	-	8.57	5,317.21
Exercise of share options (Note 34)	131.35	-	(38.11)	-	93.24
Share based payment expenses (Note 23)	-	-	97.46	-	97.46
Transferred from share-based payments reserve upon lapse vested of stock options	-	6.68	(6.68)	-	-
Others	-	(3.11)	-	-	(3.11)
Cash dividends	-	(800.55)	-	-	(800.55)
As at March 31, 2022	12,953.10	16,690.06	194.52	52.69	29,890.37

For the year ended March 31, 2021

As at April 1, 2020	12,594.90	8,875.22	164.49	51.20	21,685.81
(1) Profit for the year	-	4,077.39	-	-	4,077.39
(2) Other comprehensive income (Note 29)	-	(0.14)	-	(7.08)	(7.22)
(1)+(2) Total comprehensive income	-	4,077.25	-	(7.08)	4,070.17
Exercise of share options (Note 34)	226.85	-	(71.55)	-	155.30
Share based payment expenses (Note 23)	-	-	71.80	-	71.80
Transferred from share-based payments reserve upon lapse vested of stock options	-	22.89	(22.89)	-	-
Cash dividends	-	(796.96)	-	-	(796.96)
As at March 31, 2021	12,821.75	12,178.40	141.85	44.12	25,186.12

The explanatory notes forms an integral part of the consolidated financial statements.

As per our report of even date.

For S. R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration No.: 101049W/E300004

Aravind K
Partner
Membership No: 221268

Place: Chennai
Date: May 12, 2022

For and on behalf of the Board of Directors of Matrimony.com Limited

Murugavel Janakiraman
Chairman & Managing Director
DIN: 00605009

Sushanth S Pai
Chief Financial Officer

Place: Chennai
Date: May 12, 2022

S Vijayanand
Company Secretary

Place: Chennai
Date: May 12, 2022

Consolidated Statement of Cash flows

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

Particulars	Note	Year ended March 31, 2022	Year ended March 31, 2021
Cash flow from / (used in) operating activities			
Profit before tax		7,186.22	5,365.93
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation and amortisation expense	24	2,690.68	2,593.08
Share of (profit) / loss of associate		78.95	57.19
Impact of fair value changes of interest free security deposits (net)	21	(63.05)	(61.54)
(Profit) / loss on sale / write-off of property, plant and equipment (net)		4.11	(1.72)
Unrealised foreign exchange (gain) / loss		8.49	24.96
Gain on preclosure of lease agreement	22	(184.34)	(138.05)
Impairment of financial assets (net of reversals)	27	15.19	34.87
Impairment Loss / (Reversal of Impairment) on asset held for sale	27	-	(56.29)
Share based payment expenses	23	97.46	71.80
Provision for litigation		2.05	5.83
Liabilities no longer required written back	22	(42.20)	(3.37)
Interest expense	25	523.23	470.84
Fair value (gain) / loss on mutual fund investments at fair value through profit / loss	21	(318.56)	(481.30)
Interest income	21	(1,114.63)	(897.78)
Operating profit before working capital changes		8,883.60	6,984.45
Movement in working capital :			
(Increase) / decrease in financial assets		(30.84)	(299.54)
(Increase) / decrease in other assets		(106.93)	(100.42)
Increase / (decrease) in trade payables		1,090.09	859.29
Increase / (decrease) other liabilities		(185.69)	936.38
Increase / (decrease) in long / short term provisions		(38.87)	(84.66)
Cash generated from / (used in) operations		9,611.36	8,295.50
Income taxes paid (net of refunds)		(1,859.83)	(1,282.73)
Net cash flow from / (used in) operating activities (A)		7,751.53	7,012.77
Cash flow from / (used in) investing activities			
Purchase of property, plant and equipment including intangible assets		(772.47)	(1,006.87)
Proceeds from sale of property, plant and equipment		8.76	20.83
Proceeds from sale of Mutual Funds		10,323.80	11,100.13
Purchase of Mutual Funds		(10,100.72)	(7,085.03)
Interest received		1,068.81	753.63
Redemption of bank deposits (with maturity more than three months)		19,088.75	11,014.78
Investment in bank deposits (with maturity more than three months)		(21,924.61)	(19,089.51)
Investment in Tax free bonds		(1,897.24)	-
Acquisition cost of subsidiary, net of cash acquired		(992.91)	-
Loan to Associate		(60.00)	-
Net cash flow / (used in) investing activities (B)		(5,257.83)	(4,292.04)
Cash flows from / (used in) financing activities			
Proceeds from issue of share capital (including securities premium)		94.60	160.58
Dividend paid		(800.55)	(796.96)
Payment of principal portion of lease liabilities		(1,212.00)	(1,164.90)
Interest paid		(523.23)	(470.85)
Net cash flow from / (used in) financing activities (C)		(2,441.18)	(2,272.13)
Net increase / (decrease) in cash and cash equivalents (A+B+C)		52.52	448.60
Effect of exchange differences on cash & cash equivalents held in foreign currency		0.49	(1.73)
Cash and cash equivalents at the beginning of the year		900.09	453.22
Cash and cash equivalents at the end of the year (refer note 5)		953.10	900.09

The explanatory notes forms an integral part of the consolidated financial statements.

As per our report of even date.

For S. R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm Registration No.: 101049W/E300004

Aravind K

Partner

Membership No: 221268

Place: Chennai

Date: May 12, 2022

For and on behalf of the Board of Directors of Matrimony.com Limited

Murugavel Janakiraman

Chairman & Managing Director

DIN: 00605009

Sushanth S Pai

Chief Financial Officer

Place: Chennai

Date: May 12, 2022

S Vijayanand

Company Secretary

Place: Chennai

Date: May 12, 2022

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

1. CORPORATE INFORMATION

The consolidated financial statements comprise financial statements of Matrimony.com Limited (the 'Company') and its subsidiaries (collectively, 'the Group') and its associate for the year ended March 31, 2022. Matrimony.com Limited is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The Group offers online matchmaking services on internet and mobile platforms. The Group delivers matchmaking services to users in India and the Indian diaspora through websites, mobile sites and mobile apps complemented by a wide on-the-ground network in India. Such services are primarily delivered online through popular domain specific web portals like BharatMatrimony.com, CommunityMatrimony.com, AssistedMatrimony.com, EliteMatrimony.com and Jodii.com. Revenue comprises of membership subscription, assisted matrimonial service fees and sales from online advertising packages. The Group has expanded into marriage services such as Mandap & Wedding Bazaar, a listing website for matrimony-related directory services including listings for wedding related services such as wedding planners, venues, cards and caterers.

On September 21, 2017, the Company listed its equity shares with National Stock Exchange of India Limited and BSE Limited. The registered office of the Company is located at TVH Belicia Towers, Tower II, 5th Floor, No. 94, MRC Nagar, Raja Annamalaipuram, Chennai - 600028.

The consolidated financial statements were authorised for issue in accordance with a resolution of the directors on May 12, 2022.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1. Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the CFS.

The consolidated financial statements have been prepared on an accrual basis under the historical cost convention except for certain financial assets and financial liabilities are measured at fair value (refer accounting policy regarding financial instruments).

The consolidated financial statements are presented in INR (its functional currency) and all values are rounded to the nearest lakhs, except where otherwise indicated.

The consolidated financial statements provide comparative information in respect of the previous period. In addition, the Group presents an additional balance sheet at the beginning of the preceding period when there is a retrospective application of an accounting policy, a retrospective restatement, or a reclassification of items in financial statements.

2.2. Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31st March 2022. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on 31st March. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

- Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.
- Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities

2.3. COVID-19 Impact

The Group has considered the possible effects that may result from COVID-19 in the preparation of these financial statements, including the impact of this pandemic on its business operations, assessed the Group's liquidity position for the next one year and evaluated the recoverability and carrying value of its assets including Property, plant and equipment, Right of Use assets and Investments as at March 31, 2022. Based on its review, consideration of internal and external information up to the date of approval of these financial statements and current indicators of future economic conditions relevant to the Group's operations, management has concluded that there are no adjustments required to the Group's financial statements. However, the estimated impact of COVID 19 might vary from the date of approval of these financial statements and the Group will continue to monitor any material changes to future economic conditions.

2.4. Summary of significant accounting policies

a) Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

All other liabilities are classified as non-current

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of services, the Group has determined its operating cycle as twelve months for the above purpose of classification as current and non-current.

b) Property, plant and equipment

Property, plant and equipment, capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use and initial estimate of decommissioning, restoring and similar liabilities, where applicable. Any trade discounts and rebates are deducted in arriving at the purchase price. The Group identifies and determines cost of asset significant to the total cost of the asset, having useful life that is materially different from that of the remaining life. Such cost includes the cost of replacing part of the plant and equipment. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in statement of profit or loss as incurred.

Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

Gains or losses arising from de-recognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

c) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangible assets/ intangibles under development, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the period in which the expenditure is incurred.

Intangible assets are amortized on a straight-line basis over the estimated useful economic life. All intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Acquired domain names amortized on straight line basis over the period of rights, ranging between 1 to 10 years based on management estimates. Capitalised 'Portal development' expenses are amortized on straight line basis over the period of 3 years.

Acquired brand Shaadi Saga, Technology Platform & Content and vendor base are amortized on straight line basis over useful economic life ranging from 4 to 5 years.

Computer software are depreciated using the straight-line method over a period based on management's estimate of useful lives of such software (3 to 6 years), or over the license period of the software, whichever is shorter.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

The amortisation period and the amortisation method are reviewed at least at each reporting period end. If the expected useful life of the asset is significantly different from previous estimated, the amortisation period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortisation method is changed to reflect the changed pattern. Such changes are treated as changes in accounting estimates.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

d) Depreciation and amortisation

Depreciation on property, plant and equipment is provided using the straight-line method. The Company, based on technical assessment and review of history of asset usage, depreciates certain items of Computer and network equipment, Furniture and fixtures, Office equipment and Plant & machinery over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. The estimated useful lives considered for depreciation of property, plant and equipment are as follows:

Particulars	Years
Furniture and fixtures	2-5
Computer and network equipment	4-6
Vehicles	5-8
Office equipment	2-7
Plant & machinery	5

The identified components are depreciated separately over their useful lives; the remaining components are depreciated over the life of the principal asset.

Leasehold improvements are amortised over the primary period of lease.

e) Leases

Group as lessee

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group applies a single recognition and measurement approach for all leases. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

Particulars	Years
Leasehold property	11 months – 9 years

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (g) Impairment of non-financial assets.

Lease Liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

f) Borrowing cost

Borrowing cost includes interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

g) Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount, as the higher of an asset's or cash-generating units (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

In assessing value in use, the estimated future cash flows are discounted to their present value at the pre-tax discount rate reflecting current market assessment of time value of money and risks specific to asset. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses of continuing operations are recognized in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

h) Revenue from contracts with customers and other income

Revenue from contracts with customers is recognised when control of the services is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those services.

The following specific recognition criteria must also be met before revenue is recognized:

Income from services

Revenues from subscriptions towards matrimony service contracts are recognized pro-rata over the period of the contract as and when services are rendered. The Group collects goods and services tax on behalf of the government and, therefore, it is not an economic benefit flowing to the Group. Hence, it is excluded from revenue.

Revenue from franchisee services (business license fees) recognised as and when the services are rendered as per the terms of the contract.

Revenue from photography service contracts are recognized on the basis of proportionate completion method where the revenue is recognized proportionately with the degree of completion of services, based on management estimates.

Revenue from other marriage related services are recognized as and when the services are rendered.

Interest income

Interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

Dividends

Revenue is recognised when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange of services transferred to the customer. If the Group performs by transferring services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (q) Financial instruments – initial recognition and subsequent measurement.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Contract liabilities

A contract liability is the obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

i) Foreign currency transactions

The Group's financial statements are presented in INR, which is also the parent company's functional currency. For each entity the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency.

Transactions in foreign currencies entered into by the Group are initially recorded at the functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

j) Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service.

The Group operates a defined benefit gratuity plan, which requires contributions to be made to a separately administered fund.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Short term compensated absences are provided for based on estimates. Long term compensated absences are provided based on the actuarial valuation at the year end. The actuarial valuation is done as per projected unit credit method. The Group presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

k) Government Grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

l) Taxes

Income tax expense comprises current and deferred taxes. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to items recognized directly in equity, in which case it is recognized in equity.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liability is not recognised in respect of taxable temporary differences associated with investments in subsidiaries and associates when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and written off to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

m) Share based payments

Employees of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

n) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

o) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

p) Fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

q) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

Subsequent measurement

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised (i.e. removed from the Group's consolidated balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

In accordance with Ind-AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance
- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

As a practical expedient, the Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.
- Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

r) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the consolidated cash flows, cash and cash equivalents consist of cash and short-term deposits.

s) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

t) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (CODM). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Corporate Management Committee.

Segments are organised based on business which have similar economic characteristics as well as exhibit similarities in nature of products and services offered, the nature of production processes, the type and class of customer and distribution methods. Segment revenue arising from third party customers is reported on the same basis as revenue in the financial statements. Inter-segment revenue is reported on the basis of transactions which are primarily market led.

Segment results represent profits before finance charges, unallocated corporate expenses and taxes. "Unallocated Corporate Expenses" include revenue and expenses that relate to initiatives /costs attributable to the enterprise as a whole and are not attributable to segments

u) Cash dividend and non-cash distribution to equity holders of the Company

The Group recognises a liability to make cash or non-cash distributions to equity holders of the Company when the distribution is authorised, and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value re-measurement recognised directly in equity.

Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the statement of profit and loss.

v) Investment in Associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

The considerations made in determining whether significant influence or joint control are similar to those necessary to determine control over the subsidiaries.

The Group's investments in its associate are accounted for using the equity method. Under the equity method, the investment in an associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is not tested for impairment individually.

The statement of profit and loss reflects the Group's share of the results of operations of the associate. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate.

If an entity's share of losses of an associate equals or exceeds its interest in the associate (which includes any long-term interest that, in substance, form part of the Group's net investment in the associate), the entity discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the entity resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The aggregate of the Group's share of profit or loss of an associate is shown on the face of the statement of profit and loss outside operating profit.

The financial statements of the associate are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, and then recognises the loss as 'Share of profit of an associate' in the statement of profit and loss.

Upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

w) Non-current assets held for sale

The Group classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use.

Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale/ distribution should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale and the sale expected within one year from the date of classification.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets or disposal group is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets (or disposal groups), its sale is highly probable; and it will genuinely be sold, not abandoned. The Group treats sale of the asset or disposal group to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset (or disposal group),
- An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Property, plant and equipment and intangible are not depreciated, or amortised assets once classified as held for sale. Assets and liabilities classified as held for sale are presented separately from other items in the balance sheet.

2.5 Changes in accounting policies and disclosures

(i) Amendments to Ind AS 116: Covid-19-Related Rent Concessions

The amendments provide relief to lessees from applying Ind AS 116 guidance on lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession from a lessor is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from the Covid-19 related rent concession the same way it would account for the change under Ind AS 116, if the change were not a lease modification.

MCA issued an amendment to Ind AS 116 Covid-19-Related Rent Concessions beyond 30 June 2021 to update the condition for lessees to apply the relief to a reduction in lease payments originally due on or before 30 June 2022 from 30 June 2021.

The amendment applies to annual reporting periods beginning on or after 1 April 2021. In case a lessee has not yet approved the financial statements for issue before the issuance of this amendment, then the same may be applied for annual reporting periods beginning on or after 1 April 2020.

Refer Note 36(b) for the impact of these amendments on the standalone financial statements of the Company.

(ii) Amendments to Ind AS 103: Business combination

The amendment states that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Framework for the Preparation and Presentation of Financial Statements in accordance with Indian Accounting Standards issued by the Institute of Chartered Accountants of India at the acquisition date. Therefore, the acquirer does not recognise those costs as part of applying the acquisition method. Instead, the acquirer recognises those costs in its post-combination financial statements in accordance with other Ind AS.

These amendments are applicable prospectively for annual periods beginning on or after the 1st April 2021. The amendments to the definition of material are not expected to have a significant impact on the company's financial statements.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(iii) Recent accounting pronouncements

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below.

Ind AS 16 – Property Plant and equipment - The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022. The Company has evaluated the amendment and there is no impact on its financial statements.

Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets – The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted. The Company has evaluated the amendment and the impact is not expected to be material.

Notes to the Consolidated Financial Statements

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(All amounts are in INR lakhs, unless otherwise stated)

3 Property, plant and equipment and intangible assets

Particulars	Property, plant and equipment						Intangible assets						
	Computers and network equipment	Office equipment	Furniture and fixtures	Leasehold improvements	Plant & machinery	Land	Vehicles	Total	Web domain	Portal development	Software	Brand, Technology & Vendor base	Total
Cost As at April 1, 2020	4,352.18	452.52	121.08	465.28	-	4,359.66	99.35	9,850.07	519.81	33.71	880.13	-	1,433.65
Additions	529.25	132.49	8.16	48.12	-	-	-	718.02	127.52	-	59.93	-	187.45
Translation differences	(0.63)	(0.15)	(0.22)	-	-	-	-	(1.00)	-	-	-	-	-
Disposals	(296.85)	(127.11)	(23.30)	(207.09)	-	-	-	(654.35)	-	-	-	-	-
As at March 31, 2021	4,583.95	457.75	105.72	306.31	-	4,359.66	99.35	9,912.74	647.33	33.71	940.06	-	1,621.10
Additions	410.33	79.58	15.63	25.09	-	-	-	530.63	20.24	-	99.70	-	119.94
Assets taken over upon acquisition of Boatman Tech Private Limited (Refer note 48)	2.13	-	0.86	-	2.43	-	-	5.42	-	-	-	443.00	443.00
Translation differences	0.83	0.21	0.28	-	-	-	-	1.32	-	-	-	-	-
Disposals	(323.24)	(128.80)	(30.53)	(54.64)	-	-	-	(537.21)	(7.61)	-	-	-	(7.61)
Assets held for sale (refer note b and c)	-	-	-	-	-	(4,359.66)	-	(4,359.66)	-	-	-	-	-
As at March 31, 2022	4,674.00	408.74	91.96	276.76	2.43	-	99.35	5,553.24	659.96	33.71	1,039.76	443.00	2,176.43
Depreciation/Amortisation as at April 1, 2020	1,944.99	270.27	72.17	205.03	-	-	60.90	2,553.36	263.93	17.52	824.26	-	1,105.71
Charge for the year	768.50	75.56	17.20	94.40	-	-	15.21	970.87	160.50	5.92	54.34	-	220.76
Translation differences	(0.37)	(0.10)	(0.21)	-	-	-	-	(0.68)	-	-	-	-	-
Disposals	(295.79)	(123.42)	(23.09)	(195.60)	-	-	-	(637.90)	-	-	-	-	-
As at March 31, 2021	2,417.33	222.31	66.07	103.83	-	-	76.11	2,885.65	424.43	23.44	878.60	-	1,326.47
Charge for the year	777.62	100.33	14.05	87.48	0.60	-	15.21	995.29	121.60	4.23	46.31	53.85	225.99
Translation differences	0.57	0.15	0.27	-	-	-	-	0.99	-	-	-	-	-
Disposals	(321.80)	(125.61)	(30.28)	(53.13)	-	-	-	(530.82)	(7.61)	-	-	-	(7.61)
Assets held for sale (refer note b and c)	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2022	2,873.72	197.18	50.11	138.18	0.60	-	91.32	3,351.11	538.42	27.67	924.91	53.85	1,544.85
Net Block													
As at March 31, 2020	2,407.19	182.25	48.91	260.25	-	4,359.66	38.45	7,296.71	255.88	16.19	55.87	-	327.94
As at March 31, 2021	2,166.62	235.44	39.65	202.48	-	4,359.66	23.24	7,027.09	222.90	10.27	61.46	-	294.63
As at March 31, 2022	1,800.28	211.56	41.85	138.58	1.83	-	8.03	2,202.13	121.54	6.04	114.85	389.15	631.58
Assets held for sale (refer note b and c)	-	-	-	-	-	4,359.66	-	4,359.66	-	-	-	-	-

(a) The amount of borrowing costs capitalised during the year ended 31 March 2022 was ₹ Nil (March 31, 2021: ₹ Nil; April 1, 2020: ₹ Nil).

(b) As at March 31, 2020, the management, basis its comprehensive evaluation of the photography business and the intention to move to lead-based model, had decided that the assets relating to photography business would no longer be used in its operations and these assets were readily available for immediate sale in its present condition. Accordingly, management had classified these assets as assets held for sale and as a matter of prudence, the Company had provided for impairment loss on the carrying value of such assets amounting to ₹ 65.44 lakh to write down their value to Nil as at March 31, 2020. Subsequently, the Company was able to monetise these assets during the year ended March 31, 2021 and the impairment loss provided during the FY 2019-20 was reversed in the previous year.

(c) The company had in 2017, purchased land for construction of office premises, out of the proceeds from fresh issue of equity shares during its initial Public Offering ("IPO"). The entire IPO proceeds were fully utilized as confirmed by the monitoring agency's report. However, the management decided not to pursue the construction of office premises post the COVID-19 pandemic. Accordingly, the Board of Directors on March 31, 2022, had approved this change of objects, subject to the approval of shareholders. Subsequent to the year-end, the shareholders of the Company also approved the same on May 8, 2022 which enables the company to sell the land as per processes laid down by the Board. Accordingly, the land has been classified as asset held for sale as at March 31, 2022. Management expects to sell the land to buyers in the open market and the completion of sale of land is expected within one year.

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for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

4 SECURITY DEPOSITS

(at amortised cost)

	As at March 31, 2022	As at March 31, 2021
Non-current		
Security deposits		
- Considered good	760.15	596.99
- Considered doubtful	26.00	38.16
	786.15	635.15
Less: impairment allowance on deposits	26.00	38.16
	760.15	596.99
Current		
Security deposits		
- Considered good	231.43	412.66
	991.58	1,009.65

5 CASH AND CASH EQUIVALENTS

	As at March 31, 2022	As at March 31, 2021
Balances with banks on current accounts	935.13	867.96
Cheques on hand	1.46	11.82
Cash on hand	16.51	20.31
	953.10	900.09

6 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(at amortised cost)

	As at March 31, 2022	As at March 31, 2021
Non-current		
Deposits with original maturity of more than 12 months	199.75	0.75
Current		
Deposits with original maturity of more than 3 months but less than 12 months*	21,725.61	19,088.76

* The group had pledged ₹ 1,000 lakhs of its deposits to fulfil collateral requirements relating to the overdraft facility with HDFC bank which is repayable on demand. During the current year, the Company has closed the said overdraft facility in April 2021.

7 LOAN TO ASSOCIATE

(at amortised cost)

	As at March 31, 2022	As at March 31, 2021
Loan to Astro Vision Futuretech Private Limited	60.00	-
	60.00	-

The Company has granted 10% interest bearing unsecured loan of ₹ 60 lakhs to its associate to carry out its principal business operations during the current year.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

8 OTHER FINANCIAL ASSETS

(at amortised cost)

	As at March 31, 2022	As at March 31, 2021
Interest accrued on fixed deposits	595.06	558.90
Interest accrued on Tax free bonds	9.65	-
Loans to employees		
- Considered good	15.86	11.65
- Considered doubtful	4.52	3.91
	20.38	15.56
Less: impairment allowance	4.52	3.91
	15.86	11.65
	620.57	570.55

9(A) INVESTMENTS (AT FAIR VALUE THROUGH PROFIT AND LOSS)

	As at March 31, 2022	As at March 31, 2021
Investment in mutual funds		
55,030.99 units (March 31, 2021: 55,030.99 units) Kotak Money Market Scheme Growth	1,981.39	1,907.89
6,43,535.24 units (March 31, 2021: 6,84,164.15 units) Aditya Birla sun life money manager fund growth	1,906.65	1,949.60
47,68,235.45 units (March 31, 2021: 47,68,235.45 units) Kotak savings fund regular growth	1,663.64	1,608.35
34,835.13 units (March 31, 2021: 34,835.13 units) SBI magnum ultra short duration fund growth	1,687.99	1,629.53
31,539.11 units (March 31, 2021: 6,895.40 units) Tata Money Market Fund Direct Growth	1,206.48	253.05
34,193.32 units (March 31, 2021: Nil units) Aditya Birla Sun Life Savings Fund Regular Growth	150.56	-
Nil units (March 31, 2021: 35,496.91 units) Tata liquid fund - direct plan - growth	-	1,152.81
Aggregate book value of unquoted current investments	8,596.71	8,501.23
Aggregate amount of book value unquoted investments	8,596.71	8,501.23
Aggregate provision for impairment allowance in value of investments	-	-
Aggregate amount of fair value unquoted investments	8,596.71	8,501.23

9(b) Non-Current Investments (at amortised cost)

	Face value (₹)	As at March 31, 2022	As at March 31, 2021
Investment in Tax free bonds			
20,000 units (March 31, 2021: Nil units) NABARD Bonds 7.35%	1,000	242.25	-
20,000 units (March 31, 2021: Nil units) HUDCO Bonds 7.39%	1,000	244.36	-
25,000 units (March 31, 2021: Nil units) IRFC Bonds 7.35%	1,000	307.72	-
20,000 units (March 31, 2021: Nil units) NHAI Bonds 7.39%	1,000	247.37	-
23,325 units (March 31, 2021: Nil units) NHAI Bonds 7.35%	1,000	295.56	-
22,000 units (March 31, 2021: Nil units) NHAI Bonds 7.35%	1,000	278.59	-
22,992 units (March 31, 2021: Nil units) HUDCO Bonds 7.39%	1,000	281.39	-
Aggregate book value of quoted non current investments		1,897.24	-
Aggregate amount of book value quoted investments		1,897.24	-
Aggregate provision for impairment allowance in value of investments		-	-
Aggregate amount of amortised quoted investments		1,897.24	-

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

10 OTHER ASSETS

	As at March 31, 2022	As at March 31, 2021
Other non-current assets		
Capital advances	150.29	34.81
Prepaid expenses	35.70	10.21
Balances with Statutory / Government authorities	206.78	206.78
	392.77	251.80
Other current assets		
Prepaid expenses	324.99	287.14
Balances with Statutory / Government authorities	91.47	114.94
Advance to vendors for supply of goods and services	184.02	26.10
	600.48	428.18

11 TRADE RECEIVABLES

(unsecured and at amortised cost)

	As at March 31, 2022	As at March 31, 2021
Trade receivables*	794.73	747.29
Receivables from associate	0.73	-
	795.46	747.29
Trade receivables		
- Considered good	795.46	747.29
- Credit impaired	16.00	30.47
	811.46	777.76
Impairment Allowance (allowance for bad and doubtful debts)		
- Credit impaired	16.00	30.47
	795.46	747.29
Total current trade receivable	795.46	747.29

No trade or other receivables are due from directors or other officers of the Group either severally or jointly with any other person. Nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.

* Trade receivables are non-interest bearing and are due immediately.

For terms and conditions relating to related party receivables, refer note 37.

Trade Receivables ageing schedule as at March 31, 2022

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	
(a) Undisputed Trade receivables – considered good	-	795.45	0.01	-	-	-	795.46
(b) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(c) Undisputed Trade Receivables – credit impaired	-	0.46	3.63	8.50	2.80	0.61	16.00
(d) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(e) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(f) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

11 Trade receivables (continued)

Trade Receivables ageing schedule as at March 31, 2021

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	
(a) Undisputed Trade receivables – considered good	-	742.05	5.24	-	-	-	747.29
(b) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(c) Undisputed Trade Receivables – credit impaired	-	4.67	5.27	19.05	1.48	-	30.47
(d) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(e) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(f) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-

Break up of financial assets carried at amortised cost

	As at March 31, 2022	As at March 31, 2021
Security deposits (non-current) (note 4)	760.15	596.99
Bank balances other than cash and cash equivalents (non-current) (note 6)	199.75	0.75
Security deposits (current) (note 4)	231.43	412.66
Cash and cash equivalents (note 5)	953.10	900.09
Bank balances other than cash and cash equivalents (current) (note 6)	21,925.36	19,089.51
Trade receivables (note 11)	795.46	747.29
Other financial assets (note 8)	620.57	570.55
Investments (non-current) (note 9b)	1,897.24	-
Loan to Associate (note 7)	60.00	-
Total financial assets carried at amortised cost	27,443.06	22,317.84

12 DEFERRED TAX ASSETS (NET)

Nature - Asset / (Liability)	As at March 31, 2022	As at March 31, 2021
Deferred tax assets	450.81	379.28
Deferred tax liabilities	(360.20)	(184.10)
Deferred tax asset (net)	90.61	195.18
Reconciliation of deferred tax asset (net)		
Opening balance	195.18	181.10
Deferred taxes acquired in business combinations	(96.08)	-
Tax income / (expense) during the year in profit and loss	(8.49)	14.08
Closing balance	90.61	195.18

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

12 Deferred tax assets (net) (continued)

Deferred tax relates to the following

Particulars	Balance sheet		Profit and Loss		OCI	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Deferred tax liability						
Impact of fair valuation on mutual funds at fair value through profit or loss	248.70	184.10	64.60	1.87	-	-
Impact of Subsidiary acquisition	111.50	-	-	-	-	-
CSR donation made subsequent to the year-end which is eligible for deduction during the year	-	-	-	(25.17)	-	-
Gross deferred tax liability	360.20	184.10	64.60	(23.30)	-	-
Deferred tax asset						
Impact of lease liability recognised as per Ind AS 116	206.61	199.62	6.99	19.84	-	-
Impact of expenditure charged to the statement of profit and loss but allowed for tax purposes on payment basis	83.58	87.14	(3.56)	(44.03)	-	-
Impairment allowance on doubtful debts and advances	4.36	7.85	(3.49)	1.90	-	-
Capital expenditure disallowed	8.21	5.06	3.15	-	-	-
Impairment allowance on deposits	6.54	10.01	(3.47)	6.07	-	-
Impact of Subsidiary acquisition	15.42	-	-	-	-	-
Impact of Difference between written down value of property, plant and equipment in books for financial reporting and tax books	125.83	69.34	56.49	7.00	-	-
Others	0.26	0.26	-	-	-	-
Gross deferred tax asset	450.81	379.28	56.11	(9.22)	-	-
Net deferred tax asset / (deferred tax liability)	90.61	195.18	(8.49)	14.08	-	-

The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

At 31st March 2022, there was no recognised deferred tax liability for taxes that would be payable on the unremitted earnings of certain Group's subsidiaries. The Group has determined that undistributed profits of its subsidiaries will not be distributed in the foreseeable future. The Group has an agreement with its subsidiaries that the profits of the subsidiaries will not be distributed until it obtains the consent of the Group.

13 SHARE CAPITAL

	As at March 31, 2022	As at March 31, 2021
Authorised shares		
3,60,00,000 Equity shares of ₹5/- each (March 31, 2021: 3,60,00,000 Equity shares of ₹5/- each)	1,800.00	1,800.00
42,00,000 (March 31, 2021: 42,00,000) Optionally Convertible Preference Shares (OCPS) / Compulsorily Convertible Preference Shares (CCPS) of ₹5/- each	210.00	210.00
Issued, subscribed and fully paid-up equity shares		
2,28,98,712 Equity shares of ₹5/- each (March 31, 2021: 2,28,71,556 Equity shares of ₹5/- each)	1,144.94	1,143.58
	1,144.94	1,143.58

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

13 Share Capital (continued)

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity shares

	As at March 31, 2022		As at March 31, 2021	
	No. of shares	Amount	No. of shares	Amount
At the beginning of the year	22,871,556	1,143.58	22,766,173	1,138.31
Issued during the year - ESOP (refer note 34)	27,156	1.36	105,383	5.27
Outstanding at the end of the year	22,898,712	1,144.94	22,871,556	1,143.58

(b) Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 5/- per share. Each holder of equity shares is entitled to one vote per share. All these shares have the same rights and preference with respect to payment of dividend, repayment of capital and voting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shareholders holding more than 5% shares in the Company

Equity shares of ₹5/- each fully paid

Name of shareholder	March 31, 2022		March 31, 2021	
	No. of shares	% holding in the class	No. of shares	% holding in the class
Murugavel Janakiraman*	11,481,016	50.14%	11,478,766	50.19%
Nalanda India Equity Fund Limited	2,261,722	9.88%	2,261,722	9.89%
Massachusetts Institute of Technology	1,953,000	8.53%	1,953,000	8.54%
SBI Small Cap Fund	32,489	0.14%	1,211,951	5.30%

* In Extraordinary General Meeting held on August 5, 2015, the Shareholders approved the consolidation of shares as follows - every 5 (Five) existing equity shares of nominal face value of ₹ 3/- (Rupee Three Only) each fully paid up into 3 (Three) equity shares of nominal face value of ₹ 5/- (Rupees Five Only) each fully paid-up and every 5 (Five) existing preference shares of nominal face value of ₹ 3/- (Rupee Three Only) each fully paid up into 3 (Three) preference shares of nominal face value of ₹ 5/- (Rupees Five Only) each fully paid-up. Consequent to the consolidation of shares mentioned above, 12 equity shares representing fractions of less than one equity share of ₹ 5/- each have been transferred to Mr. Murugavel Janakiraman, Promoter and Managing Director, who will act as a trustee for and on behalf of such equity shareholders holding fractional shares.

(d) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

	2021	2020	2019	2018	2017
Securities premium utilised for Bonus Shares issued on conversion of CCPS (refer note (i))	-	-	-	-	138.90

(i) On August 10, 2016, the Company converted 63,85,672 compulsorily convertible preference shares into equity shares in the ratio of 1:1.77 and securities premium was utilised to the extent of ₹ 138.90 lakhs for the conversion.

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(All amounts are in INR lakhs, unless otherwise stated)

13 Share Capital (continued)

(e) Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option plan of the Company, refer note 34.

(f) During the year ended March 31, 2022, the Company has not issued shares for consideration other than cash.

(g) Shares held by promoters at the end of the year

	As at March 31, 2022	As at March 31, 2021
Change in Promoters holding during the year (%)	(0.05%)	(0.23%)

Details of Promoters shareholding

Promoters Name	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
i) Murugavel Janakiraman	11,481,016	50.14%	11,478,766	50.19%
Total	11,481,016	50.14%	11,478,766	50.19%

14 OTHER EQUITY

	As at March 31, 2022	As at March 31, 2021
(a) Securities premium		
Opening balance	12,821.75	12,594.90
Add: premium on exercise of stock options	131.35	226.85
Closing balance	12,953.10	12,821.75
(b) Retained earnings		
Opening balance	12,178.40	8,875.22
Profit for the year	5,359.15	4,077.39
Re-measurement gain / (loss) on defined benefit plans (net of tax impact) (refer note 28)	(50.51)	(0.14)
Add: transferred from share-based payments reserve upon lapse of stock options	6.68	22.89
Less: Others	(3.11)	-
Less: Cash dividend	(800.55)	(796.96)
Closing balance	16,690.06	12,178.40
Distribution made and proposed		
Cash dividends on equity shares declared and paid:		
Final dividend for the year ended on 31 March 2022: ₹ Nil per share (31 March 2021: ₹ 3.5 per share)	800.50	796.82
	800.50	796.82
Proposed dividends on equity shares:		
Final dividend for the year ended on 31 March 2022: ₹ 5 per share (31 March 2021: ₹ 3.5 per share)	1,144.94	800.50
	1,144.94	800.50

Proposed dividend on equity shares are subject to approval at the annual general meeting and are not recognised as a liability as on March 31.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

14 Other equity (continued)

	As at March 31, 2022	As at March 31, 2021
(c) Share based payments reserve		
Opening balance	141.85	164.49
Addition during the year	97.46	71.80
Less: transferred to security premium on exercise of stock options	(38.11)	(71.55)
Less: transferred to retained earnings upon lapse of stock options	(6.68)	(22.89)
Closing balance	194.52	141.85
	As at March 31, 2022	As at March 31, 2021
(d) Foreign currency translation reserve		
Opening balance	44.12	51.20
Addition during the year	8.57	(7.08)
Closing balance	52.69	44.12
Total other equity	29,890.37	25,186.12

15 BORROWINGS

(at amortised cost)

	As at March 31, 2022	As at March 31, 2021
Current		
Bank overdraft (secured)*	-	-
Total	-	-
Effective interest rate (%)	NA	6.03%

* The Company had maintained an overdraft facility with HDFC bank which was repayable on demand. The said facility was secured by way of lien on fixed deposit up to the extent of ₹ 1,000 lakhs marked in favour of the bank. During the current year, the Company has closed the said overdraft facility.

16 TRADE & OTHER PAYABLES

(at amortised cost)

	As at March 31, 2022	As at March 31, 2021
(a) Trade payables		
Current		
Trade payables (refer note 31)	4,482.40	3,475.74
Dues to employees	628.01	380.27
Dues to related parties (refer note 37)	1.71	5.90
	5,112.12	3,861.91

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

16 Trade & other payables (continued)

Trade payables ageing schedule as at March 31, 2022

Particulars	Outstanding for the following periods from the due date of payment					
	Not due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(a) MSME	317.50	-	-	-	-	317.50
(b) Others	2,204.77	2,461.30	78.29	18.96	31.30	4,794.62
(c) Disputed Dues- MSME	-	-	-	-	-	-
(d) Disputed Dues- others	-	-	-	-	-	-

Trade payables ageing schedule as at March 31, 2021

Particulars	Outstanding for the following periods from the due date of payment					
	Not due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(a) MSME	-	-	-	5.39	-	5.39
(b) Others	1,759.22	1,937.45	66.98	92.87	-	3,856.52
(c) Disputed Dues- MSME	-	-	-	-	-	-
(d) Disputed Dues- others	-	-	-	-	-	-

(b) Other payables

	As at March 31, 2022	As at March 31, 2021
Current		
Payables for capital purchases	13.08	10.73
	13.08	10.73

Trade payables and other payables are generally non-interest bearing and is in the range of 0 to 3 months.

For Group's credit risk management process refer note 41.

17 LEASE LIABILITIES

	As at March 31, 2022	As at March 31, 2021
Non-current		
Lease liabilities	5,617.14	4,787.49
Current		
Lease liabilities	1,316.22	1,183.56
	6,933.36	5,971.05

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

17 Lease liabilities (continued)

Break up of financial liabilities carried at amortised cost

	As at March 31, 2022	As at March 31, 2021
Non-current lease liabilities (note 17)	5,617.14	4,787.49
Current maturity of lease liabilities (note 17)	1,316.22	1,183.56
Borrowings (note 15)	-	-
Trade payables (note 16(a))	5,112.12	3,861.91
Other payables (note 16(b))	13.08	10.73
Total financial assets carried at amortised cost	12,058.56	9,843.69

18 OTHER LIABILITIES

	As at March 31, 2022	As at March 31, 2021
Non-current		
Deferred revenue	3.45	2.92
Current		
Deferred revenue	7,665.05	7,643.28
Advances from customers	40.32	24.86
Withholding and other taxes payable	600.48	716.88
	8,305.85	8,385.02
	8,309.30	8,387.94

19 PROVISIONS

	As at March 31, 2022	As at March 31, 2021
Current		
Provision for employee benefits		
- Provision for gratuity (refer note 35)	173.38	111.95
- Provision for leave benefits	247.05	266.25
Other provisions		
Provision for litigations (refer note below)	301.56	299.01
	721.99	677.21
Provision for litigations:		
The movement of provision for litigation during the period is given below:		
Opening balance	299.01	283.37
Addition	2.55	15.64
Utilisation	-	-
Closing balance	301.56	299.01

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

19 Provisions (continued)

Note:

- (a) **Employees' Provident Fund (EPF):** During the year ended March 31, 2015, the Company received a demand order from Regional Commissioner of Provident Fund, on account of non-inclusion of various allowances for the calculation of Provident Fund (PF) contribution for the period April 2012 to May 2014, which was disputed by the Company. Pending conclusion of the related proceedings, the Honourable Supreme Court issued an order dated February 28, 2019, in a matter similar to the case involving the company as detailed above. Subsequently, during the year 2019-20, the Company received demand order from PF Recovery Officer to pay ₹ 162.91 lakhs to the respective employee PF accounts or by way of Demand Draft (DD) in favour of Regional Provident Fund Commissioner. The Company during the year 2019-20, obtained an interim stay on this demand by depositing 25% of the demand and had further remitted an additional demand amount of ₹ 9.81 Lakhs on protest.

There are numerous interpretative issues relating to this Supreme Court judgement. The Company based on legal advice received and management's evaluation and best estimate, had made a provision for the demand including interest amounting to ₹ 173.91 lakhs in respect of identifiable employees during the year 2019-20. Although basis the legal opinion, Company is not bound to pay PF contribution in respect of non-identifiable employees, as a matter of prudence, the Company had also provided for the demand amounting to ₹ 69.96 lakhs in respect of non-identifiable employees during the year 2019-20. Overall, the Company had accounted a total provision including interest of ₹ 243.87 lakhs as on March 31, 2020. During the year 2020-21, the Company has remitted the remaining demand amount along with the interest and penalty amounting to ₹ 129.98 lakhs under protest. The Company has also provided for the incremental interest of ₹ 2.71 lakhs for identifiable employees during the year 2020-21. As at March 31, 2022, the Company has accounted total provision including interest of ₹ 256.39 lakhs.

The Company has created the above provision without prejudice to its legal rights under the Employees Provident Fund and Miscellaneous Provisions Act, 1952. The Company has disclosed the interest on such demand relating to non-identifiable employees and the damages as contingent liability (refer note 36(c)). Based on evaluation of the Supreme Court order, the management has determined that the position followed by it for periods subsequent to the demand (as above), i.e. from May 2014 is appropriate and will update its provision on receiving further clarity on the subject.

- (b) **Service tax:** The Company received a demand order of ₹ 350.14 lakhs along with interest and penalty from Commissioner of Service Tax for non-payment of service tax on certain services made during the period FY 2008-09 to 2012-13. While the liability has been confirmed by the Commissioner of Goods and Service Tax, the Company disputes the same and has filed appeal with Customs Excise and Service Tax Appellate Tribunal (CESTAT) and has deposited ₹ 26.26 lakhs towards statutory pre-deposit for filing appeal. As a matter of prudence, the Company has provided ₹ 13.69 lakhs for service tax demand and ₹ 25.82 lakhs for interest during FY 2019-20 and an additional amount of 3.12 lakhs and 2.05 lakhs during FY 2020-21 & FY 2021-22 respectively. Based on evaluation of the technical position as well as legal advice obtained from experts, the management believes that the ultimate outcome of this proceedings would be favourable. Accordingly, the Company has disclosed the balance demand amount of ₹ 336.46 lakhs and interest and penalty aggregating to ₹ 1,001.90 lakhs as contingent liability (also refer note 36(c)).

20 REVENUE FROM CONTRACTS WITH CUSTOMERS

	Year ended March 31, 2022	Year ended March 31, 2021
Income from services	43,449.56	37,787.90
	43,449.56	37,787.90

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

20 Revenue from contracts with customers (continued)

Disaggregated revenue information

Set out below is the disaggregation of the Group's revenue from contracts with customers:

	Year ended March 31, 2022	Year ended March 31, 2021
Type of service:		
Match making services	43,036.44	37,572.26
Marriage services	413.12	215.64
Total revenue from contracts with customers	43,449.56	37,787.90
Geographical revenue:		
India	36,940.53	31,587.31
Outside India	6,509.03	6,200.59
Total revenue from contracts with customers	43,449.56	37,787.90
Timing of revenue recognition:		
Service transferred at a point in time	-	28.76
Services transferred over time	43,449.56	37,759.14
Total revenue from contracts with customers	43,449.56	37,787.90

Contract balances

	As at March 31, 2022	As at March 31, 2021
Trade receivables	795.46	747.29
Contract assets	-	-
Contract liabilities	7,708.82	7,671.06

Contract liabilities include long-term and short-term advances received to deliver subscriptions services.

Set out below is the amount of revenue recognised from:

	Year ended March 31, 2022	Year ended March 31, 2021
Amounts included in contract liabilities at the beginning of the year	7,668.14	6,947.72

Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price:

Due to Group's nature of business and the type of contracts entered with the customers, the Group does not have any difference between the amount of revenue recognized in the statement of profit and loss and the contracted price.

Performance obligation

Information about the Group's performance obligations are summarised below:

Matchmaking services

The performance obligation is satisfied over the period of subscription ranging from 1 to 24 months and the payment is collected upfront.

Marriage services

Marriage services consist of WeddingBazaar services, MatrimonyMandap services and Photography services. Photography services is rendered under Wedding Bazaar as part of market place model.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

20 Revenue from contracts with customers (continued)

-Wedding Bazaar services

The primary performance obligation under Wedding bazaar services contract is satisfied over the period of subscription and the payment is collected upfront. Further, the Group also provides leads to the contracted customer and the charges per lead is deducted against the advance collected from the customer. The Group also charges a fixed fee for other services provided under the contract for which the performance obligation is satisfied over the period of the contract. There are no significant financing component in these contracts.

-Matrimony Mandap Services

The primary performance obligation under Matrimony Mandap services contract is satisfied over the period of subscription and the payment is collected upfront. In case of commission contracts, the performance obligation is to secure booking of mandap and the Group collects commission upon each successful booking. There are no significant financing component in these contracts.

-Photography services

The performance obligation is satisfied upon occurrence of the photography event / delivery of video footage or photo album as per the contract with customers. The Group collects some portion of the selling price as an advance which differs from case to case basis, however there are no significant financing component in these contracts. Photography services is rendered under Wedding Bazaar as part of market place model.

There are no significant return / refund / other obligations for any of the above mentioned services.

21 FINANCE INCOME

	Year ended March 31, 2022	Year ended March 31, 2021
Interest income from:		
- Bank deposits	1,100.72	895.08
- Finance income recognised on interest-free security deposits	63.05	61.54
- Interest on loan	2.26	2.70
- Interest on Tax Free Bonds	11.64	-
Fair value gain on mutual fund investments at fair value through profit or loss	318.56	481.30
	1,496.23	1,440.62

22 OTHER INCOME

	Year ended March 31, 2022	Year ended March 31, 2021
Liabilities no longer required written back	42.20	3.37
Government contribution to employee provident fund*	5.07	31.55
Gain on preclosure of lease agreement	184.34	138.05
Reversal of impairment on assets held for sale	4.76	56.29
Miscellaneous income	61.48	75.58
	297.85	304.84

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

22 Other income (continued)

*Government grants

	Year ended March 31, 2022	Year ended March 31, 2021
At April 1	-	-
Received during the year	5.07	31.55
Released to the statement of profit and loss	(5.07)	(31.55)
At March 31	-	-

Government grant have been received under Pradhan Mantri Rojgar Protsahan Yojana ('PMRPY') scheme for incentivising employers for generation of new employments.

23 EMPLOYEE BENEFIT EXPENSE

	Year ended March 31, 2022	Year ended March 31, 2021
Salaries, wages and bonus	12,027.62	11,596.73
Contribution to provident and other fund	698.84	719.71
Gratuity expense (refer note 35)	102.27	107.87
Share based payment expenses (refer note 36)	97.46	71.80
Staff welfare expenses	221.59	164.52
Recruitment and training	83.91	65.24
	13,231.69	12,725.87

Note on Social Security Code:

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

24 DEPRECIATION AND AMORTISATION EXPENSE

	Year ended March 31, 2022	Year ended March 31, 2021
Depreciation of tangible assets	2,464.70	2,372.32
Amortisation of intangible assets	225.98	220.76
	2,690.68	2,593.08

25 FINANCE COST

	Year ended March 31, 2022	Year ended March 31, 2021
Bank charges	12.77	11.68
Interest	523.23	470.84
	536.00	482.52

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

26 ADVERTISEMENT AND BUSINESS PROMOTION EXPENSES

	Year ended March 31, 2022	Year ended March 31, 2021
Advertisement	16,200.38	13,671.79
Business promotion expenses	11.72	9.00
	16,212.10	13,680.79

27 OTHER EXPENSES

	Year ended March 31, 2022	Year ended March 31, 2021
Web hosting charges	1,062.77	689.67
Electricity	401.28	383.08
Rates and taxes	16.88	12.98
Insurance	123.65	92.59
Repairs and maintenance - others	421.23	439.61
Travelling and conveyance	104.86	69.09
Communication costs	852.52	791.74
Printing and stationery	11.20	9.96
Legal and professional fees#	919.25	645.66
Directors' sitting fees	90.75	74.50
Directors commission	30.00	25.29
Exchange differences (net)	1.37	57.35
Impairment allowance on financial assets	45.39	34.87
Less: Bad debts written off	(30.20)	-
Impairment allowance on financial assets (net)	15.19	34.87
Astromatch Expenses	24.81	18.37
Domain Renewal & Registration	32.61	29.16
Collection charges	794.86	840.65
Outsourced photography service charges	-	16.12
Web SMS Services	257.18	213.11
CSR expenses (refer note 45)	93.64	148.68
Miscellaneous expenses	53.95	35.50
	5,308.00	4,627.98

	Year ended March 31, 2022	Year ended March 31, 2021
# Payment to auditor (Included under legal and professional fees)		
As auditor:		
Audit fee	31.00	31.00
Limited review	12.00	12.00
Tax audit fee	1.00	1.00
In other capacity:		
Others (including certification fees)	1.20	1.00
Reimbursement of expenses	0.10	-
	45.30	45.00

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

28 INCOME TAX EXPENSE

The major components of income tax expense for the years ended March 31, 2022 and March 31, 2021 are:

Profit or loss section

	Year ended March 31, 2022	Year ended March 31, 2021
Current tax:		
Current income tax charge	1,832.14	1,302.62
Deferred tax:		
Relating to the origination and reversal of temporary differences	(5.07)	(14.08)
Income tax expense reported in the statement of profit and loss	1,827.07	1,288.54
Other comprehensive income (OCI) section		
Net loss on re-measurement of defined benefit obligation	(17.33)	(0.24)
Income tax charged to OCI	(17.33)	(0.24)

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2022 and March 31, 2021:

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the standard rate of corporation tax in India (25.17% for year ended March 31, 2022 and March 31, 2021) as follows:

	Year ended March 31, 2022	Year ended March 31, 2021
Accounting profit before income tax (A)	7,186.22	5,365.93
Profit before income tax multiplied by standard rate of corporate tax in India of 25.17% (31 st March 2021: 25.17%)	1,808.63	1,350.50
Adjustments		
Non-deductible expenses	21.22	4.69
Difference in tax rates across jurisdictions	(19.72)	(74.75)
Deduction u/s 80JJAA of the Income Tax Act, 1961	-	(7.10)
Tax on Inter company dividend eliminated	-	0.81
Deferred tax on share of loss of associate not recognised	19.87	14.39
Interest exempt from Tax	(2.93)	-
At the effective income tax rate of 25.42% (31st March 2021: 24.01%)	1,827.07	1,288.54
Total current tax expense reported in the statement of profit and loss	1,827.07	1,288.54
Total tax expense	1,827.07	1,288.54
Reconciliation of total tax expenses		
Income tax expense reported in the statement of profit and loss	1,827.07	1,288.54
Total tax expense	1,827.07	1,288.54

The Company and one of its subsidiaries have elected to exercise the option permitted under section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance 2019. Accordingly, the Company has recognized provision for current tax and deferred tax basis the rate prescribed in the said section.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

29 COMPONENTS OF OTHER COMPREHENSIVE INCOME (OCI)

The disaggregation of changes to OCI by each type of reserve in equity is shown below:

	Year ended March 31, 2022	Year ended March 31, 2021
Re-measurement loss on defined benefit plans (net of tax impact)	(50.51)	(0.14)
Foreign exchange translation difference	8.57	(7.09)
	(41.94)	(7.23)

30 EARNINGS PER SHARE (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	Period ended March 31, 2022	Year ended March 31, 2021
Profit attributable to equity holders of the Parent	5,359.15	4,077.39
Weighted average number of equity shares		
- Basic	22,884,159	22,781,849
Effect of dilution:		
(i) Share options	28,018	27,047
- Diluted	22,912,177	22,808,896
Earning per share of ₹5.00/- each		
- Basic	23.42	17.90
- Diluted	23.39	17.88

There have been no other transactions involving Equity shares or potential Equity shares between the reporting date and the date of authorisation of these financial statements.

31 DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER THE MICRO, SMALL & MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

The information regarding micro or small enterprise has been determined on the basis of information available with the management and Dues including interest to Micro and Small & Medium Enterprises as on March 31, 2022 are ₹ Nil (March 31, 2021: ₹ 3.95 lakhs)*.

The following are the break up of dues to Micro, small and Medium Enterprises:

Particulars	Period ended March 31, 2022	Year ended March 31, 2021
Principal amount due to suppliers under MSMED Act	-	6.59
Interest accrued and due to suppliers under MSMED Act, on the above amount	-	0.46
Payment made to suppliers (Other than interest) beyond the appointed day, during the year	7.14	2.99
Interest paid to suppliers under MSMED Act (Section 16)	3.87	-
Interest due to suppliers under MSMED Act, for payments already made	-	4.93
Interest accrued and remaining unpaid at the end of the year to suppliers under MSMED Act	-	5.39

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

31 Details of dues to micro and small enterprises as defined under the Micro, Small & Medium Enterprises Development Act, 2006 (continued)

* During the earlier years, the Company received notice from Micro and Small Enterprises Facilitation Council based on application filed by one of the suppliers claiming ₹ 10.11 Lakhs as additional payment for service rendered as per the work contract. The Company was not informed of the status of MSME by the supplier despite request from the Company and hence, could not determine the status as to whether the supplier is a micro or small or medium enterprise under the Act. As a matter of prudence, the Company, during the earlier years, has provided interest under MSMED Act of ₹ 5.39 lakhs. During the current year, the Company has entered into a settlement with this supplier resulting in withdrawal of all related claims upon payment of agreed amounts by the Company. Pursuant to the settlement entered into, the Company has reversed the excess interest accrued amounting to ₹ 1.60 lakhs.

32 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in conformity with Ind AS requires the Group's management to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities recognised in the financial statements that are not readily apparent from other sources. The judgements, estimates and associated assumptions are based on historical experience and other factors including estimation of effects of uncertain future events that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates (accounted on a prospective basis) are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. The following are the critical judgements and estimations that have been made by the management in the process of applying the Group's accounting policies that have the most significant effect on the amounts recognised in the financial statements and/or key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

(A) Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements.

(i) Taxes

Determining of income tax liabilities using tax rates and tax laws that have been enacted or substantially enacted requires the management to estimate the level of tax that will be payable based upon the Group's / expert's interpretation of applicable tax laws, relevant judicial pronouncements and an estimation of the likely outcome of any open tax assessments including litigations or closures thereof.

Deferred income tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, unabsorbed depreciation and unused tax credits could be utilized.

In respect of other taxes which are in disputes, the management estimates the level of tax that will be payable based upon the Group's / expert's interpretation of applicable tax laws, relevant judicial pronouncements and an estimation of the likely outcome of any open tax assessments including litigations or closures thereof.

(ii) Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 40 for further disclosures.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

32 Significant accounting judgements, estimates and assumptions (continued)

(iii) Lease

The Company has entered into leases for office premises and retail outlets. The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company has several lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

(B) Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(i) Impairment of non - financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill and other intangibles with indefinite useful lives recognised by the Group.

(ii) Defined benefit plans

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. Further details about gratuity obligations are disclosed in Note 35.

(iii) Share-based payments

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimation requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The Black Scholes valuation model has been used by the Management for share-based payment transactions. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 34.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

32 Significant accounting judgements, estimates and assumptions (continued)

(iv) Depreciation on property, plant and equipment

The management has estimated the useful life of its property, plant and equipment based on technical assessment. The estimate has been supported by independent assessment by internal technical experts and review of history of asset usage. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

(v) Leases - Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

33 GROUP INFORMATION

Information about subsidiaries and associate

The Financial Statements of the Group includes wholly owned subsidiaries and associate listed in the table below:

Name	Principal activities	Country of incorporation	As at	
			March 31, 2022	March 31, 2021
Consim Info USA Inc., USA	Matchmaking services	USA	100.00%	100.00%
Sys India Private Limited, India	Advertising services	India	100.00%	100.00%
Matrimony DMCC, Dubai, UAE	Matchmaking services	UAE	100.00%	100.00%
Bangladeshi Matrimony Private Limited (refer i)	Matchmaking services	Bangladesh	100.00%	NA
Boatman Tech Private Limited (refer ii)	Marriage services	India	100.00%	NA
Astro Vision Futuretech Private Limited	Astrology services	India	26.09%	26.09%

- (i) The Company has incorporated an overseas wholly owned subsidiary "Bangladeshi Matrimony Private Limited" during the current year under the Registrar of Joint Stock Companies & Firms, Bangladesh. The company has invested 97,850 TK (₹ 0.88 lakhs) towards equity investment.
- (ii) During the year, the Company has acquired 16,691 equity shares of Boatman Tech Private Limited (Investee) for ₹ 977.79 lakhs, which constitutes 100% of total equity shares of the Investee, by way of share purchase from the existing shareholders. The Company has duly executed share transfer and obtained share certificate dated September 15, 2021, from the Investee.

34 EMPLOYEE STOCK OPTION PLANS

Employee stock option scheme

On October 13, 2010, the Board of Directors approved the Employee Stock Option Scheme for providing stock options to its employees ("ESOS 2010"). The said scheme has been subsequently amended and renamed as Employee Stock Option Scheme 2014 ("ESOS 2014" or "Scheme") vide resolution passed in the Board Meeting dated April 7, 2014. The Scheme has also been approved by Extra-Ordinary General Meeting of the members of the Company held on November 19, 2010 and April 11, 2014, noting the approval accorded to the original Scheme and the subsequent amendments respectively. The Scheme is administered by the Nomination and Remuneration Committee of the Board. The details of Scheme are given below:

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(All amounts are in INR lakhs, unless otherwise stated)

34 Employee stock option plans (continued)

Exercise period:

As per the Scheme, the options can be exercised with in a period of 5 years from the date of vesting.

The expense recognised (net of reversal) for share options during the year is ₹ 97.46 lakhs (March 31, 2021: 71.80 lakhs). There are no cancellations or modifications to the awards in March 31, 2022 or March 31, 2021.

The grant wise information is as below:

Grant	Date of Grant	Number of options granted	Vesting period	Manner of vesting
Grant 3, 4, 5 & 6	April 14, 2014	381,772	14-Apr-2015 to 01-Oct-2018	Eligible on a graded manner over four years and six months period with 30% of the grants vesting at the end of 12-30 months from the date of grant. The remaining 30% and 40% of the grants vest at the end of 24-42 months from the date of grant and 36-54 months from the date of grant respectively.
Grant 7 & 8	September 25, 2014	26,531	01-Apr-2016 to 01-Oct-2018	Eligible on a graded manner over four years period with 30% of the grants vesting at the end of 18-24 months from the date of grant. The remaining 30% and 40% of the grants vest at the end of 30-36 months from the date of grant and 42-48 months from the date of grant respectively.
Grant 9	July 17, 2015	80,000	01-Oct-2016 to 01-Oct-2019	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from October 1, 2016.
Grant 10	February 9, 2016	9,600	01-Apr-2017 to 01-Apr-2020	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from April 1, 2017.
Grant 11	June 30, 2016	2,000	01-Jul-2017 to 01-Jul-2020	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from July 1, 2017.
Grant 12	March 21, 2018	10,200	01-Apr-2019 to 01-Apr-2021	Eligible on a graded manner over three years period with 30% of the grants vesting at the end of 12 months from the date of grant. The remaining 30% and 40% of the grants vest at the end of 24 months from the date of grant and 36 months from the date of grant respectively.
Grant 13	March 21, 2018	3,000	01-Apr-2019 to 01-Apr-2020	Eligible on a graded manner over 2 years period with 40% of the grants vesting at the end of 12 months starting from April 1, 2019. The remaining 60% of the grants vest at the end of 24 months from the date of grant.
Grant 14	March 21, 2018	3,600	01-Apr-2019 to 01-Apr-2020	Eligible on a graded manner over 2 years period with 40% of the grants vesting at the end of 12 months starting from April 1, 2019. The remaining 60% of the grants vest at the end of 24 months from the date of grant.
Grant 15	March 21, 2018	5,000	01-Apr-2019	100% of the grants will vest on April 1, 2019.
Grant 16	March 21, 2018	1,500	01-Apr-2019	100% of the grants will vest on April 1, 2019.
Grant 17	October 31, 2018	5,000	01-Nov-2019 to 01-Nov-2020	Eligible on a graded manner over 2 years period with 50% of the grants vesting at the end of 12 months starting from November 1, 2019. The remaining 50% of the grants vest at the end of 24 months from the date of grant.

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(All amounts are in INR lakhs, unless otherwise stated)

34 Employee stock option plans (continued)

Grant	Date of Grant	Number of options granted	Vesting period	Manner of vesting
Grant 18	October 31, 2018	10,000	01-Nov-2019 to 01-Nov-2022	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from November 1, 2019.
Grant 19	February 12, 2019	12,000	01-Mar-2020 to 01-Mar-2022	Eligible on a graded manner over three years period with 33.33% of the grants vesting at the end of every 12 months starting from March 1, 2020.
Grant 20	May 9, 2019	45,200	09-May-2020 to 09-May-2023	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from May 9, 2020.
Grant 21	February 5, 2020	19,300	05-Feb-2021 to 05-Feb-2024	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from February 5, 2021.
Grant 22	March 24, 2020	16,100	24-Mar-2021 to 24-Mar-2024	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from March 24, 2021.
Grant 23	May 20, 2020	45,200	20-May-2021 to 20-May-2024	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from May 20, 2021.
Grant 24	November 5, 2020	20,000	05-Nov-2021 to 05-Nov-2024	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from November 05, 2021.
Grant 25	February 4, 2021	15,300	04-Feb-2022 to 04-Feb-2025	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from February 04, 2022.
Grant 26	August 11, 2021	15,900	10-Aug-2024	100% of the grants will vest on August 10, 2024.
Grant 27	October 20, 2021	21,500	20-Oct-2022 to 20-Oct-2025	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from October 20, 2022.
Grant 28	February 9, 2022	3,075	10-Feb-2023 to 10-Feb-2025	Eligible on a graded manner over three years period with 33.33% of the grants vesting at the end of every 12 months starting from February 10, 2023.
Grant 29	March 4, 2022	5,000	04-Mar-2023 to 04-Mar-2026	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from March 04, 2023.

Activity in the options outstanding under 'ESOS 2014':

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Outstanding at the beginning of the year	146,578	208,561
Options lapsed during the year	(37,200)	(37,100)
Option granted during the year	45,475	80,500
Options exercised during the year	(27,156)	(105,383)
Outstanding at the end of the year	127,697	146,578
Exercisable at the end of the year	25,097	26,438

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34 Employee stock option plans (continued)

The weighted average share price at the date of exercise of the options was ₹ 922.94/- (Face value ₹ 5/- per share).

The range of exercise prices for options outstanding at the end of the year was ₹ 336.40 to ₹ 1,086.80 (March 31, 2021: ₹ 103 to ₹ 844.45).

The weighted average remaining contractual life for the share options outstanding as at March 31, 2022 is in the range of 0.50 to 4.85 years (March 31, 2021: 0.50 to 4.92 years).

The following tables list the inputs to the models used for ESOS 2014 for the years ended March 31, 2022 and March 31, 2021, respectively:

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Exercise price per share for the options granted during the year (₹)	728.50 to 1,086.80	336.40 to 844.45
Weighted average fair value per share (₹)	996.24	512.33
Weighted average fair value of options granted (₹)	506.96	253.37
Expected volatility	37.18% to 54.26%	47.68% to 57.91%
Life of the options granted (Vesting and exercise period in years)	3.5 to 6.5 Years	3.5 to 6.5 Years
Average risk free interest rate	5.42% to 6.96%	4.85% to 6.30%
Expected dividend yield	0.23% to 0.34%	0.18% to 0.45%

35 EMPLOYEE BENEFITS

Defined contribution plans - General description

Provident fund & other funds:

During the year, the Group has recognised ₹ 698.84 lakhs (March 31, 2021 - ₹ 719.71 lakhs) as contribution to provident fund and other funds in the Statement of Profit and Loss (included in Contribution to Provident and Other Funds in Note - 23).

Other long-term employee benefits - General description

Leave encashment:

Each employee is eligible to get one day earned leave for each completed month of service but entitlement arises only on completion of first year of service. Encashment of entitled leave is allowed only on separation subject to maximum accumulation of up to 24 days.

Defined benefit plans - General description

Gratuity:

The Group has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets gratuity on departure at 15 days salary (last drawn salary) for each completed year of service subject to a maximum of ₹ 20 lakhs. The plan assets are in the form of corporate bonds and money market funds in the name of "Matrimony.com Limited Group Gratuity Trust" with Reliance Nippon Life Insurance Company Limited and deposits with Life Insurance Corporation of India.

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35 Employee benefits (continued)

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and the amount recognised in the balance sheet:

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Recognized in profit or loss:		
Current service cost	95.14	100.96
Interest cost on obligation	26.56	34.27
Expected return on plan assets	(24.46)	(29.57)
	97.24	105.66
Recognized in other comprehensive income:		
Re-measurement losses arising from changes in financial and demographic assumptions	68.84	0.94
	68.84	0.94
Net benefit expense	166.08	106.60

Plan liability / (asset) are as follows:

Particulars	As at March 31, 2022	As at March 31, 2021
Defined benefit obligation	779.00	778.20
Fair value of plan assets	(613.69)	(668.97)
Plan liability / (asset) - (net)	165.31	109.23

Changes in the present value of the defined benefit obligation are as follows:

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Opening defined benefit obligation at the beginning of the year	778.20	769.47
Current service cost	95.14	100.96
Interest cost	26.56	34.27
Re-measurement (gains)/ losses on obligation	62.57	(9.67)
Benefits paid	(183.47)	(116.83)
Closing defined benefit obligation	779.00	778.20

Changes in the fair value of plan assets are as follows:

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Fair value of plan assets at the beginning of the year	668.97	576.83
Expected return on plan assets	24.46	29.57
Contributions	110.00	190.00
Benefits paid	(183.47)	(116.83)
Re-measurement losses on plan assets	(6.27)	(10.60)
Fair value of plan assets at the end of the year	613.69	668.97

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35 Employee benefits (continued)

The principal actuarial assumptions used in determining gratuity obligation for the Company's plans are shown below:

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Discount rate	4.25%	3.87%
Expected rate of return on assets	4.25%	3.87%
Salary escalation	Band 1 to 5: 5%/6%/6 %/6%/6%	Band 1 to 5: 5%/6%/6 %/6%/6%
Employee turnover	Band 1 to 5: 99%/39%/39%/27%/32%	Band 1 to 5: 99%/39%/39%/27%/32%

The overall expected rate of return on assets is determined based on market prices prevailing on that date, applicable to the period over which the obligation is to be settled. The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. Based on the experience of the previous years, the Company expects to contribute ₹ 165.00 lakhs to the gratuity fund in the next year. However, the actual contribution by the Company will be based in the actuarial valuation report received from the insurance Group.

The major categories of plan assets of the fair value of the total plan assets are as follows:

Gratuity plan

Particulars	As at March 31, 2022	As at March 31, 2021
Investments details:		
Funds with Reliance Nippon Life Insurance Company Limited*	502.08	668.97
Deposits with Life Insurance Corporation of India	111.61	-
Total	613.69	668.97

* These funds have been invested into corporate bonds and money market funds, consequently the Group is not exposed to any equity market risks.

A quantitative sensitivity analysis for significant assumption is shown below:

Gratuity plan:

Assumptions	As at March 31, 2022					
	Discount rate		Future salary increases		Attrition rate	
Sensitivity Level	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
Movement ((gain) / loss) in net benefit expense on account of changes in defined benefit obligation	(8.16)	8.40	8.98	(8.89)	(1.14)	1.17

Assumptions	As at March 31, 2021					
	Discount rate		Future salary increases		Attrition rate	
Sensitivity Level	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
Movement ((gain) / loss) in net benefit expense on account of changes in defined benefit obligation	(8.26)	8.50	9.19	(9.07)	(1.26)	1.29

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35 Employee benefits (continued)

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

Maturity profile of defined benefit obligation:

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Within the next 12 months (next annual reporting period)	354.40	347.91
Between 1 and 5 years	383.76	381.96
Between 5 and 10 years	100.74	101.41
Total expected payments	838.90	831.28

The average duration of the defined benefit plan obligation at the end of the reporting period is 2.7 years (March 31, 2021: 2.7 years)

36 COMMITMENT AND CONTINGENCIES

(a) Capital commitments (net of advances and deposit)

Particulars	As at March 31, 2022	As at March 31, 2021
Capital commitments (net of advances and deposit)	154.18	111.63

(b) Leases

Lease commitments – Company as lessee

The Group has entered into leases for office premises and retail outlets. The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The lease terms varies from 11 months to 9 years.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

Particulars	2022	2021
As at April 1	5,346.84	5,689.99
Additions	2,429.63	1,046.29
Depreciation expense	(1,467.46)	(1,389.44)
As at 31 March	6,309.01	5,346.84

Set out below are the carrying amounts of lease liabilities and the movements during the period:

Particulars	2022	2021
As at April 1	5,971.05	6,119.26
Additions	2,166.49	1,016.73
Accretion of Interest	523.75	465.32
Payments	(1,727.93)	(1,630.26)
As at 31 March	6,933.36	5,971.05
Current	1,316.22	1,183.56
Non-current	5,617.14	4,787.49

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(All amounts are in INR lakhs, unless otherwise stated)

36 Commitment and contingencies (continued)

For the maturity analysis of lease liabilities, refer note 41.

The effective interest rate for lease liabilities is 7.35%, with maturity between 2022-2030.

The following are the amounts recognised in profit or loss:

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Depreciation expense of right-of-use assets	1,467.46	1,389.44
Interest expense on lease liabilities	523.75	465.32
Loss/gain on closure of leased locations	(184.34)	(138.05)
Total amount recognised in profit or loss	1,806.87	1,716.71

The Group had total cash outflows for leases of ₹ 1,727.93 in March 31, 2022 (₹ 1,630.26 in March 31, 2021). The Group also had non-cash additions to right-of-use assets and lease liabilities of ₹ 2,166.49 in March 31, 2022 (₹ 1,016.73 lakhs in March 31, 2021).

The Group has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Group's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised (see Note 32).

As at March 31, 2022, the undiscounted potential future rental payments relating to periods following the exercise date of extension options that are not expected to be exercised and not included in the lease term is ₹ Nil (As at March 31, 2021, ₹ Nil).

The Ministry of Corporate Affairs notified amendment to Ind AS 116, "Leases", that provides an optional practical expedient for lessees from assessing whether a rent concession related to COVID-19 is a lease modification. The Company has met the conditions and elected to account for rent concessions related to COVID-19 the same way as if they were not lease modifications. Accordingly, the Company has recognized ₹ 95.76 lakhs in March 31, 2022 (₹ 240.14 lakhs in March 31, 2021) as reversal of lease liability with a corresponding adjustment to the right-of-use asset and the impact on profit or loss is been recognized over the period of time.

(c) Other contingent liabilities

Summary:

- Matters wherein management has concluded the company's liability to be probable have accordingly been provided for in the books. Also, Refer Note 19.
- Matters wherein management has concluded the company's liability to be possible have accordingly been disclosed under this note.
- Matters wherein management is confident of succeeding in these litigations and have concluded the company's liability to be remote. This is based on the relevant facts of judicial precedents and as advised by legal counsel which involves various legal proceedings and claims, in different stages of process.

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(All amounts are in INR lakhs, unless otherwise stated)

Particulars	As at March 31, 2022	As at March 31, 2022
Additional liability due to Payment of Bonus Act Retrospective Amendment	Refer note (i) below	Refer note (i) below
Disputed Income tax dues	Refer note (ii) below	Refer note (ii) below
Consumer litigations	Refer note (iii) below	Refer note (iii) below
Interest and penalty pertaining to Provident Fund demand	Refer note (iv) below	Refer note (iv) below
Disputed Service tax liabilities	Refer note (v) below	Refer note (v) below

Note:

- (i) During the year 2016-17, the Company has obtained stay against the retrospective implementation of Payment of Bonus (Amendment) Act, 2015 with the Madras High Court for the year 2014-15, contending that such retrospective application is unconstitutional, ultra-vires and void. The impact of such change for the financial year 2014-15 is ₹ 55.00 lakhs. Based on the legal advice, management believes that it has a fair chance of defending its position. Accordingly, no provision has been maintained with respect to the financial year 2014-15. The Company has implemented Payment of Bonus (Amendment) Act, 2015 w.e.f April 1, 2015.
- (ii) (a) The Company received assessment orders from the Assessing Officer of Income tax for assessment years 2008-09 and 2009-10 with additions in relation to the disallowance of reimbursement of webhosting charges and marketing expenses incurred by wholly owned subsidiaries of the Company on Company's behalf aggregating to ₹ 1,032.96 lakhs, due to non-deduction of withholding taxes on the same. The Company received favourable orders from Income Tax Appellate Tribunal (ITAT) for Assessment year 2008-09 and Assessment year 2009-10, against which Revenue has filed appeals with High Court. Based on the legal advice received from the consultants, the management believes that the ultimate outcome of this proceeding would be favourable.
- (b) The Company received assessment orders from the Assessing Officer of Income tax for assessment years 2014-15 and 2015-16 with additions in relation to the disallowance of online marketing expenses paid to vendors outside India aggregating to ₹ 520.06 lakhs, due to non-deduction of withholding taxes on the same. The Company has filed appeal with Income Tax Appellate Tribunal (ITAT) on dismissal of its appeal with CIT (A). Subsequent to year end, the company has received favourable order from ITAT in April 2022.
- (c) One of the Company's subsidiaries received order dated 19.04.2021 from the CPC under Section 154 of the Income Tax Act, 1961 claiming ₹ 1.07 lakhs, due to the fact that it has not offered the income / receipts to the extent of TDS that has been claimed in the Return of income. The Subsidiary Company has filed an appeal against this order with CIT(A). Management believes that the ultimate outcome of this proceedings would be favourable.
- (d) One of the Company's subsidiaries is subject to legal proceedings and claims which are arising in the ordinary course of business. With respect to AY 2017-18, the Subsidiary Company has claims to the extent of ₹ 150.87 lakhs. The management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have material and adverse effect on the Subsidiary Company's results of operations or financial conditions. The management believes that the ultimate outcome of the proceedings would be favourable.
- (iii) Liabilities arising out of legal cases filed against the company in various courts/ consumer redressal forums, consumer courts, disputed by the Company aggregates to ₹ 318.95 lakhs (March 31, 2021: ₹ 122.33 lakhs).
- (iv) As more fully explained in Note 19, the total Interest obligation and damages on Provident Fund demand raised by Employee Provident Fund Organisation are estimated to be ₹ 139.07 lakhs and ₹ 162.91 lakhs respectively. The company, on a prudent basis, has made total provision aggregating to ₹ 256.39 lakhs towards PF dues for past periods relating to identifiable employees (including interest of ₹ 75.90 lakhs) and base liability due for employees whose details

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36 Commitment and contingencies (continued)

are not identifiable as at March 31, 2021. However, based on legal advice obtained and management assessment in this regard, no provision is deemed necessary towards interest on PF demanded for employees whose details are not identifiable as well as penalty. Accordingly, interest obligation and damages of ₹ 63.16 lakhs and ₹ 162.91 Lakhs respectively are disclosed as a contingent liability.

- (v) The Company received a demand order of ₹ 350.14 lakhs along with interest and penalty from Commissioner of Service Tax for non-payment of service tax on certain services made during the period FY 2008-09 to 2012-13. While the liability has been confirmed by the Commissioner of Goods and Service Tax, the Company disputes the same and has filed appeal with Customs Excise and Service Tax Appellate Tribunal (CESTAT) and has deposited ₹ 26.26 lakhs towards statutory pre-deposit for filing appeal. As a matter of prudence, the Company has provided ₹ 13.69 lakhs for service tax demand and ₹ 25.82 lakhs for interest during FY 2019-20 and an additional amount of 3.12 lakhs and 2.05 lakhs during FY 2020-21 & FY 2021-22 respectively. Based on evaluation of the technical position as well as legal advice obtained from experts, the management believes that the ultimate outcome of this proceedings would be favourable. Accordingly, the Company has disclosed the balance demand amount of ₹ 336.46 lakhs and interest and penalty aggregating to ₹ 1,001.90 lakhs as contingent liability (also refer note 19).

37 RELATED PARTY DISCLOSURES

a. Names of related parties

Relationship	Names of related parties
Associate	Astro Vision Futuretech Private Limited
Enterprises owned or significantly influenced by key management personnel or their relatives	Infonauts Inc., USA (till July 28, 2020)
	Consim Direct Mauritius Limited
Key management personnel (KMP)	Mr. Murugavel Janakiraman, Managing Director
	Mr. Sushanth S Pai, Chief Financial Officer
	Mr. S Vijayanand, Company Secretary
Relatives of KMP	Mr. Ravi Janakiraman (till August 31, 2020)
	Mrs. Deepa Murugavel
Independent directors	Mr. Milind Shripad Sarwate
	Mr. George Zacharias
	Mr. Chinni Krishnan Ranganathan
	Mrs. Akila Krishnakumar
	Mr. S M Sundaram (from March 11, 2021)

Terms and Conditions of transaction with Related Parties

The sale to and purchases from Related Parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. For the year ended March 31, 2022 and March 31, 2021, the Group has not recorded any impairment of receivables relating to amounts owed by Related Parties (Refer Note 11 and Note 16 (a) for Trade Receivables and Trade Payables respectively).

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37 Related party disclosures (continued)

b. Transactions with related parties:

Particulars	Year ended					
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
	Associate	Enterprises owned or significantly influenced by KMP / Enterprises in which Directors are interested	Independent Directors	Key Management Personnel (KMP)	Relatives of Key Management Personnel	
Advertisement expenses						
- Astro Vision Futuretech Private Limited	24.81	18.37	-	-	-	-
Loans and advances given to / (realised from) related parties						
- Astro Vision Futuretech Private Limited	60.00	-	-	-	-	-
Interest income						
- Astro Vision Futuretech Private Limited	0.81	-	-	-	-	-
Compensation of KMPs & relatives of KMPs						
Short term employee benefits*	-	-	-	403.94	361.59	11.65
Share based payment expenses	-	-	-	5.92	9.84	-
Sitting fees	-	-	-	-	-	7.00
Commission#	-	-	-	-	5.00	5.00
Dividend paid to KMPs & relatives of KMPs						
Dividend paid	-	-	-	401.86	401.79	0.14
Remuneration and Dividend to Independent Directors						
Sitting fees	-	-	82.00	67.50	-	-
Commission#	-	-	25.00	20.29	-	-
Dividend paid	-	-	1.48	1.75	-	-

* The remuneration to the key managerial personnel and relative of key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the Group as a whole.

Commission to directors has been disclosed on accrual basis.

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37 Related party disclosures (continued)

c. Balances with related parties:

Particulars	Year ended					
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
	Associate	Enterprises owned or significantly influenced by KMP / Enterprises in which Directors are interested	Independent Directors	Key Management Personnel (KMP)	Relatives of Key Management Personnel	
Loans and advances						
- Astro Vision Futuretech Private Limited	60.00	-	-	-	-	-
Trade payables						
- Astro Vision Futuretech Private Limited	1.71	5.90	-	-	-	-
Trade receivables						
- Astro Vision Futuretech Private Limited	0.73	-	-	-	-	-
Compensation payable to KMPs & relatives of KMPs						
Short term employee benefits*	-	-	-	76.34	87.33	-
Commission#	-	-	-	-	5.00	5.00
Remuneration payable to Independent Directors						
Commission#	-	-	25.00	20.29	-	-

* The remuneration to the key managerial personnel and relative of key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the Group as a whole.

Commission to directors has been disclosed on accrual basis.

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38 STATUTORY GROUP INFORMATION

Name of the entity in the group	Net Assets, i.e., total assets minus total liabilities		Share in profit and loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit and loss	Amount	As % of consolidated other comprehensive income"	Amount	As % of consolidated total comprehensive income	Amount
Parent								
Matrimony.com Limited	-	-	-	-	-	-	-	-
Balance as at 31 March, 2022	100.36%	31,135.96	99.81%	5,698.18	122.82%	(51.51)	99.64%	5,646.67
Balance as at 31 March, 2021	98.84%	26,097.78	94.45%	4,096.12	9.69%	(0.70)	94.59%	4,095.42
Subsidiaries								
Indian Subsidiaries								
1 Sys India Private Limited								
Balance as at 31 March, 2022	0.05%	15.16	0.10%	5.53	-	-	0.10%	5.53
Balance as at 31 March, 2021	0.04%	9.63	(0.04%)	(1.83)	-	-	(0.04%)	(1.83)
2 Boatman Tech Private Limited								
Balance as at 31 March, 2022	(1.19%)	(368.44)	(2.79%)	(159.05)	-	-	(2.81%)	(159.05)
Balance as at 31 March, 2021	NA	NA	NA	NA	NA	NA	NA	NA
Foreign Subsidiaries								
1 Consim Info USA Inc., USA								
Balance as at 31 March, 2022	0.69%	215.00	0.04%	2.37	(18.61%)	7.80	0.18%	10.17
Balance as at 31 March, 2021	0.78%	204.83	0.00%	0.03	84.55%	(6.11)	(0.14%)	(6.08)
2 Matrimony DMCC, Dubai, UAE								
Balance as at 31 March, 2022	0.26%	80.49	5.15%	293.97	(2.75%)	1.15	5.21%	295.12
Balance as at 31 March, 2021	0.35%	92.16	6.91%	299.77	13.50%	(0.98)	6.90%	298.79
3 Bangladeshi Matrimony Private Limited								
Balance as at 31 March, 2022	(0.17%)	(52.41)	(0.93%)	(52.90)	0.93%	(0.39)	(0.94%)	(53.29)
Balance as at 31 March, 2021	NA	NA	NA	NA	NA	NA	NA	NA
Associate								
1 Astro Vision Futuretech Private Limited								
Balance as at 31 March, 2022	NA	NA	(1.38%)	(78.95)	(2.40%)	1.01	(1.38%)	(77.94)
Balance as at 31 March, 2021	NA	NA	(1.32%)	(57.19)	(7.74%)	0.56	(1.31%)	(56.63)

39 SEGMENT REPORTING

For management purposes, the Group's operations are organised into three segments - Matchmaking services, Marriage services and related sale of products and others.

Matchmaking services - The Group offers online matchmaking services on internet and mobile platforms. Matchmaking services are delivered to users in India and the Indian diaspora through websites, mobile sites and mobile apps complemented by a wide on-the-ground network in India.

Marriage services - The Group offers marriage services consisting of WeddingBazaar services, MatrimonyMandap services and Photography services.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

39 Segment reporting (continued)

The Management Committee headed by Managing Director consisting of Chief Financial Officer and Heads of Departments have identified the above three reportable business segments. The committee monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
A. Segment revenue		
External sales		
- Matchmaking services	43,036.44	37,572.25
- Marriage services and related sale of products	413.12	215.65
Total revenue	43,449.56	37,787.90
Segment expenses		
Employee benefits expense		
- Matchmaking services	11,132.46	10,936.09
- Marriage services and related sale of products	1,227.49	1,103.42
Advertisement and business promotion expense		
- Matchmaking services	16,144.72	13,656.59
- Marriage services and related sale of products	67.38	24.20
Other expenses		
- Matchmaking services	4,587.70	3,960.34
- Marriage services and related sale of products	73.55	51.65
Depreciation and amortisation expense		
- Matchmaking services	2,599.73	2,515.21
- Marriage services and related sale of products	25.13	14.43
Finance charges		
- Matchmaking services	518.73	462.66
- Marriage services and related sale of products	5.02	2.66
B. Segment results		
- Matchmaking services	8,053.10	6,041.36
- Marriage services and related sale of products	(985.45)	(980.71)
Total	7,067.65	5,060.65
Reconciliation of profit		
	Year ended March 31, 2022	Year ended March 31, 2021
Segment profit	7,067.65	5,060.65
Unallocable expenses	1,583.40	1,317.57
Other finance costs	12.21	17.20
Unallocable income	(1,714.18)	(1,640.05)
Profit before tax	7,186.22	5,365.93

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

39 Segment reporting (continued)

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
C. Capital expenditure		
- Matchmaking services	515.12	598.92
- Marriage services and related sale of products	458.29	89.01
- Unallocable	125.58	282.98
Total capital expenditure	1,098.99	970.91
D. Depreciation / amortisation		
- Matchmaking services	2,599.73	2,515.21
- Marriage services and related sale of products	25.13	14.43
- Unallocable	65.82	63.44
Total depreciation / amortisation	2,690.68	2,593.08
E. Non-cash items other than depreciation / amortisation		
- Matchmaking services	286.30	363.76
- Marriage services and related sale of products	2.67	(53.26)
- Unallocable	(167.11)	(387.28)
Total non-cash items other than depreciation / amortisation	121.86	(76.78)

Revenue from external customers

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Segment revenue		
- India	36,940.53	31,587.31
- Outside India	6,509.03	6,200.59
Total revenue	43,449.56	37,787.90

Non current operating assets

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
- India	7,185.37	7,311.38
- Outside India	8.00	10.34
Total	7,193.37	7,321.72

Non-current assets for this purpose consists of property, plant and equipment and intangible assets.

Other disclosures

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Capital expenditure	1,098.99	970.91

Note:

- 1) Considering the Chief Operating Decision Maker (CODM) does not review segment assets and liabilities as the Marriage services segment is significantly smaller compared to the Matchmaking segment and supplemented by the fact that the assets are interchangeably used between segments, the Company has decided to disclose only segment results.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

39 Segment reporting (continued)

- 2) Segment revenue, Segment results, and Other Segment disclosures include the respective amounts identifiable to each of the segments as also amounts allocated on a reasonable basis. Those which are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".
- 3) The Group delivers matchmaking services to its users in India and the Indian diaspora through its websites, mobile sites and mobile apps complemented by its on-the-ground network in India. Therefore revenue from none of the customers exceeds 10% of Group's total revenue.

40 FAIR VALUES

Set out below, is a comparison by class of the carrying amounts and fair value of the Group's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values. The management assessed that the cash and cash equivalents, trade receivables, trade payables, fixed deposits, security deposits, other financial assets, loan to Subsidiaries/ Associate, lease liabilities and other payables approximate their carrying amounts largely due to the short-term maturities of these instruments.

Particulars	Carrying value		Fair value	
	March 31, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Financial assets (Non-current & Current)				
Investments in tax free bonds at amortised cost	1,897.24	-	1,821.47	-
Investment in Mutual funds	8,596.71	8,501.23	8,596.71	8,501.23
Total	10,493.95	8,501.23	10,418.18	8,501.23

The following table provides the fair value measurement hierarchy of the Group's assets and liabilities:

Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2022:

Particulars	Fair value measurement using				
	Date of valuation	Total book value	Quoted price in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Asset measured at fair value					
FVTPL financial investments:					
Unquoted mutual funds	March 31, 2022	8,596.71	8,596.71	-	-
Assets for which fair values are disclosed:					
Tax free bonds (quoted) (Refer Note 40.1)	March 31, 2022	1,897.24	-	1,897.24	-

There have been no transfers between Level 1 and Level 2 during the period.

Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2021:

Particulars	Fair value measurement using				
	Date of valuation	Total book value	Quoted price in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Asset measured at fair value					
FVTPL financial investments:					
Unquoted mutual funds	March 31, 2021	8,501.23	8,501.23	-	-

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

40 Fair Values (continued)

There have been no transfers between Level 1 and Level 2 during the period.

40.1 Description of valuation techniques used and key inputs to valuation on investment in tax free bonds:

The valuation for tax free bonds are based on valuations performed by an accredited independent valuer. The valuer is a specialist in valuing these types of Bonds. The valuation model used is in accordance with a method recommended by the International Valuation Standards. The Company has disclosed the fair value of these bonds at the market price since these are actively traded on the exchange. Due to market dependent bid-ask spreads, the availability of the price displayed cannot be guaranteed. The valuation is based on mark-to-market valuation as calculated by ICRA Limited. The Company has no restrictions on the disposal of its tax free bonds.

41 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial liabilities, comprise bank overdraft and trade and other payables. The main purpose of these financial liabilities is to raise finance for the Group's operations. The Group has various financial assets such as trade receivables, cash, security deposits, investments and fixed term deposits, which arise directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management is supported by its Risk Committee that advises on financial risks and the appropriate financial risk governance framework for the Group. The Risk Committee provides assurance to the Group's senior management that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans, trade payables, FVTPL investments and receivables.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of change in market interest rates.

The Group had maintained an overdraft facility with HDFC bank which was repayable on demand. The said facility was secured by way of lien on fixed deposit up to the extent of ₹ 1,000 lakhs marked in favour of the bank. During the current year, the Group has closed the said overdraft facility. As a result, changes in interest rates are not likely to substantially affect its business or results of operations.

Interest rate sensitivity

The Group had maintained an overdraft facility with HDFC bank which was repayable on demand. The said facility was secured by way of lien on fixed deposit up to the extent of ₹ 1,000 lakhs marked in favour of the bank. During the current year, the Group has closed the said overdraft facility. Consequent to this, the Group does not have any risk of changes in market interest rates.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an expenses will fluctuate because of change in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expenses is denominated in a foreign currency).

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

41 Financial risk management objectives and policies (continued)

The majority of the group's revenue and expenses are in Indian Rupees, however significant percentage of revenue are denominated in US dollars. Based on Management's decision, the Group has not entered into foreign exchange forward contracts to cover its foreign exchange exposure from January 2020 onwards. The Group monitors the exposure due to foreign currency fluctuations and decides to hedge based on its internal policy

The Impact of unhedged foreign currency exposure in the statement of profit and loss:

The following table demonstrate the sensitivity to a reasonably possible change in USD and AED exchange rates, with all other variables held constant. The Group's exposure to foreign currency changes for all other currencies is not material.

	Change in USD, AED and BDT rate	Effect on profit before tax	Effect on pre-tax equity
March 31, 2022	5%	(2.65)	(2.65)
	-5%	2.65	2.65
March 31, 2021	5%	(1.25)	(1.25)
	-5%	1.25	1.25

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. In the matchmaking segment, the Group collects the money upfront, hence there is no credit risk. With respect to marriage services segment the Group collects only part of the consideration as an advance before the performance of services, thus exposed to credit risks. Credit quality of a customer cannot be assessed as the Group is largely in to Business to Customer (B2C) model, however the Group through its established policy, procedures and control relating to credit risk management manages the credit risk. An impairment analysis is performed at each reporting date and the Group has a provisioning policy for making provision on receivables. The Group does not hold collateral as security.

Credit risk from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty so as to minimise concentration of risks and mitigate consequent financial loss. Counterparty credit limits are reviewed by the Group's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Group's Risk Committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was ₹ 35,840.02 lakhs and 30,818.32 lakhs as at March 31, 2022 and March 31, 2021 respectively, being the total of the carrying amount of balances with banks, fixed term deposits with banks, investment in mutual funds, investment in tax free bonds and other financial assets excluding equity investments.

Liquidity risk

Liquidity risk refers to the risk that the Group cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

The Group's prime source of liquidity is cash and cash equivalent and the cash generated from operations. The Group invests its surplus funds in bank, fixed deposits and mutual funds, which carry minimal mark to market risks.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

41 Financial risk management objectives and policies (continued)

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

	On demand	Less than 1 year	1 to 3 years	> 3 years	Total
As at March 31, 2022					
Provisions	-	721.99	-	-	721.99
Lease liabilities (refer note 36 (b))	-	1,711.10	2,911.45	3,683.50	8,306.05
Trade and other payables	-	5,125.19	-	-	5,125.19
	-	7,558.28	2,911.45	3,683.50	14,153.23
	On demand	Less than 1 year	1 to 3 years	> 3 years	Total
As at March 31, 2021					
Provisions	-	677.21	-	-	677.21
Lease liabilities (refer note 36 (b))	-	1,551.48	2,194.86	3,899.79	7,646.13
Trade and other payables	-	3,872.64	-	-	3,872.64
	-	6,101.33	2,194.86	3,899.79	12,195.98

42 CAPITAL MANAGEMENT

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Group's policy for capital management aims to enhance capital efficiency by the long-term improvement of its value through business growth, while maintaining a sound financial structure. Indicators for monitoring the capital management include total equity attributable to owners of the parent and ROCE (ratio of earnings before net interest and tax to total capital employed of the Group).

Return on Capital Employed	As at March 31, 2022	As at March 31, 2021
Profit Before Taxes	7,186.22	5,365.93
Less: Finance Income	(1,496.23)	(1,440.62)
Add: Finance Cost	536.00	482.52
Earning before Net Interest and Tax	6,225.99	4,407.83
Equity Share Capital	1,144.94	1,143.58
Other Equity	29,890.37	25,186.11
Capital Employed	31,035.31	26,329.69
ROCE	20%	17%

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

43 INVESTMENTS IN AN ASSOCIATE

During the year 2019-20, the Group has acquired 26.09% interest in Astro Vision Futuretech Private Limited, which is involved in vedic based astrology solutions by providing astrology content and astrology software in more than 10 Indian languages. Astro Vision Futuretech Private Limited, which became associate of the Group with effect from February 11, 2020, is a private entity that is not listed on any public exchange. The Group's interest in Astro Vision Futuretech Private Limited is accounted for using the equity method in the consolidated financial statements.

The following table illustrates the summarised financial information of the Group's investment in Astro Vision Futuretech Private Limited:

a) Summary of Balance sheet

Particulars	As at March 31, 2022	As at March 31, 2021
Non-current assets	401.24	372.35
Current assets	75.93	325.61
Non-current liabilities	216.81	164.65
Current liabilities	300.68	274.90
Equity	(40.33)	258.42
Group's Share in equity-26.09 % (2021-22)	(10.52)	67.42
Goodwill	483.97	483.97
Group's carrying amount of the investment	473.45	551.39

b) Summary of Statement of Profit and Loss

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Revenue from contracts with customers	1,258.99	1,356.58
Other income	3.58	17.05
Employee benefit expense	738.82	708.77
Other expense	817.93	907.43
Depreciation & amortization	42.74	35.71
Finance cost	17.75	17.89
Profit before tax	(354.65)	(296.17)
Profit for the period / year	(302.61)	(219.19)
Other comprehensive income that will not be reclassified to profit or loss in the subsequent periods, net of tax	3.86	2.14
Total comprehensive income for the period / year	(298.75)	(217.05)
Group's share of profit /(loss) for the period / year	(77.94)	(56.63)

The associate has contingent liabilities of ₹ 149.73 lakhs and ₹ 59.21 lakhs respectively as at March 31, 2022 and March 31, 2021 and capital commitments of ₹ Nil and ₹ Nil respectively as at March 31, 2022 and March 31, 2021.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

44 ANALYTICAL RATIOS

Particulars	As at March 31, 2022	As at March 31, 2021	% Variance	Numerator Description	Denominator Description
(a) Current ratio	2.45	2.17	13.22	Current assets	Current liabilities
(b) Debt-equity ratio	0.22	0.23	(1.49)	Debt ¹	Shareholder's equity
(c) Debt Service coverage ratio	4.04	3.45	17.11	Earnings available for debt service ²	Debt service ³
(d) Return on Equity Ratio	18.68%	16.59%	12.62	Net Profit	Average shareholder's equity ⁴
(e) Inventory Turnover ratio	NA	NA	NA	NA	NA
(f) Trade receivables turnover ratio	54.62	50.57	8.02	Total sales	Closing trade receivables
(g) Trade payables turnover ratio	6.80	8.04	(15.41)	Total purchases ⁵	Closing trade payable
(h) Net capital turnover ratio	2.23	2.65	(15.98)	Net sales	Working capital ⁶
(i) Net profit ratio	12.33%	10.79%	14.31	Net Profit	Net sales
(j) Return on Capital Employed	20.06%	16.74%	19.83	Earning before interest and taxes	Capital Employed ⁷
(k) Return on Investment					
(i) Mutual funds	4.29%	5.15%	(16.70)	Capital Gain	Time weighted average investments
(ii) Bank Deposits	5.17%	5.87%	(11.93)	Interest income	Time weighted average investments
(iii) Tax free bonds	4.52%	NA	NA	Interest income	Time weighted average investments

Note:

- Debt = Lease liabilities (current and non-current)
- Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc.
- Debt service = Interest & Lease Payments + Principal Repayments
- Average shareholder's equity = Average of Opening Total Equity and Closing Total Equity
- Total purchases = Employee benefits expense + Advertisement and business promotion expenses + Other expenses
- Working capital shall be calculated as current assets minus current liabilities
- Capital Employed = Equity Share Capital + Other Equity

45 CORPORATE SOCIAL RESPONSIBILITY

Particulars	As at March 31, 2022	As at March 31, 2021
(a) Amount required to be spent by the company during the year	93.35	97.93
(b) Amount of expenditure incurred	93.64	148.68
(c) Shortfall at the end of the year	-	-
(d) Total of previous years shortfall	-	-
(e) Reason for shortfall	-	-
(f) Nature of CSR activities	Disaster Management relating to Covid 19 pandemic, Promoting education, Healthcare and sanitation	
(g) Details of related party transactions	-	-
(h) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately	-	-

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

45 Corporate Social Responsibility (continued)

The above expenditure is spent on purposes other than towards construction/acquisition of any asset.

Opening balance	Amount required to be spent during the year	Amount spent during the year	Closing balance
-	93.35	93.64	0.29

The Group has expenditure towards Corporate Social Responsibility in excess of the prescribed limits for the year ended March 31, 2022 and the same is carried forward to the next year for utilisation as per applicable provisions of Companies Act, 2013.

46 DETAILS OF TRANSACTIONS WITH COMPANIES STRUCK OFF UNDER SECTION 248 OF THE COMPANIES ACT, 2013 OR SECTION 560 OF COMPANIES ACT, 1956:

As on 31st March 2022

Name of the struck off companies	Nature of transaction	Transactions during the year 2022	Balance outstanding	Relationship with Struck off Company, if any
Outbox Ventures Private Limited	Purchase of investment	31.28	-	Not related
Crelton Solutions India Private Limited	Payables	-	0.24	Not related

As on 31st March 2021

Name of the struck off companies	Nature of transaction	Transactions during the year 2021	Balance outstanding	Relationship with Struck off Company, if any
Crelton Solutions India Private Limited	Payables	-	0.24	Not related
Falah Recruitment Services Private Limited	Receivables	-	0.01	Not related

47 OTHER STATUTORY INFORMATION

- (i) The Group does not have any Benami property. No proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Group has not advanced to or loaned to or invested funds in any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that such Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (iii) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- (iv) The Group does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (v) The Group has not been declared as a wilful defaulter as prescribed by Reserve Bank of India.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

48 ACQUISITION OF BOATMAN PRIVATE LIMITED

On September 15, 2021, the Group acquired 100% of the voting shares of Boatman Tech Private Limited ("Boatman"), a non-listed company based in India. Boatman is engaged in the business of developing products and technology to take the wedding planning process online and provide a marketplace of wedding services and wedding related products facilitators like banquets, catering etc., This acquisition enables Matrimony.com Limited to scale up its presence significantly in the North and West regions and to strengthen its product capabilities. The summary of assets and liabilities as at the date of acquisition is as below:

The Group has elected to measure the non-controlling interests in the acquiree at fair value.

Assets acquired and liabilities assumed

The fair values of the identifiable assets and liabilities of Boatman as at the date of acquisition were:

Particulars	Fair value on date of acquisition*
Assets	
Property, plant and equipment	5.42
Deferred Tax Asset (Net)	0.02
Trade receivables	1.68
Cash and cash equivalents	2.05
Other current assets	6.82
Total (A)	15.99
Liabilities	
Provisions	(13.02)
Trade payables	(137.02)
Other current liabilities	(69.44)
Total (B)	(219.48)
Total identifiable net assets at fair value (A-B)	(203.49)
Intangible assets	443.00
Goodwill arising on acquisition	866.95
Deferred tax on intangible assets recognised	(111.50)
Purchase consideration transferred	994.96
Analysis of cash flows on acquisition:	
Transaction costs of the acquisition (included in cash flows from operating activities)	(19.06)
Net cash acquired with the subsidiary (included in cash flows from investing activities)	(992.91)
Net cash flow on acquisition	(1,011.96)

From the date of acquisition, Boatman Tech Private Limited has contributed ₹ 115.25 lakhs of revenue and ₹ 1.45 lakhs to the profit before tax from continuing operations of the Group. If the combination had taken place at the beginning of the year, revenue from continuing operations would have been ₹ 43,538.01 lakhs and the profit before tax from continuing operations for the Group would have been ₹ 7,073.39 lakhs.

*The book value of assets and liabilities approximates the fair value and hence, the same have been considered.

This acquisition is not material to the financial statements of the Group.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

(All amounts are in INR lakhs, unless otherwise stated)

49 EVENTS AFTER THE REPORTING PERIOD

The Board of Directors, at its meeting held on May 12, 2022 have recommended a final dividend of 100% (₹ 5 per equity share of par value of ₹ 5 each), subject to the approval of the Shareholders.

50 PREVIOUS YEAR COMPARATIVES

Previous year figures have been reclassified / regrouped wherever necessary to conform to current year's classification.

As per our report of even date.

For S. R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

ICAI Firm Registration No.: 101049W/E300004

Aravind K

Partner

Membership No: 221268

Place: Chennai

Date: May 12, 2022

For and on behalf of the Board of Directors of Matrimony.com Limited

Murugavel Janakiraman

Chairman & Managing Director

DIN: 00605009

Sushanth S Pai

Chief Financial Officer

Place: Chennai

Date: May 12, 2022

S Vijayanand

Company Secretary

Place: Chennai

Date: May 12, 2022



Matrimony.com Limited

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